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TONY ISABELLA ■ DAVID KRAFT

MARVEL GRAPHIC NOVEL

MARVEL® MASTERS

THE ART OF JOHN BYRNE

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JOHN BYRNE

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GIANT-SIZE DRACULA
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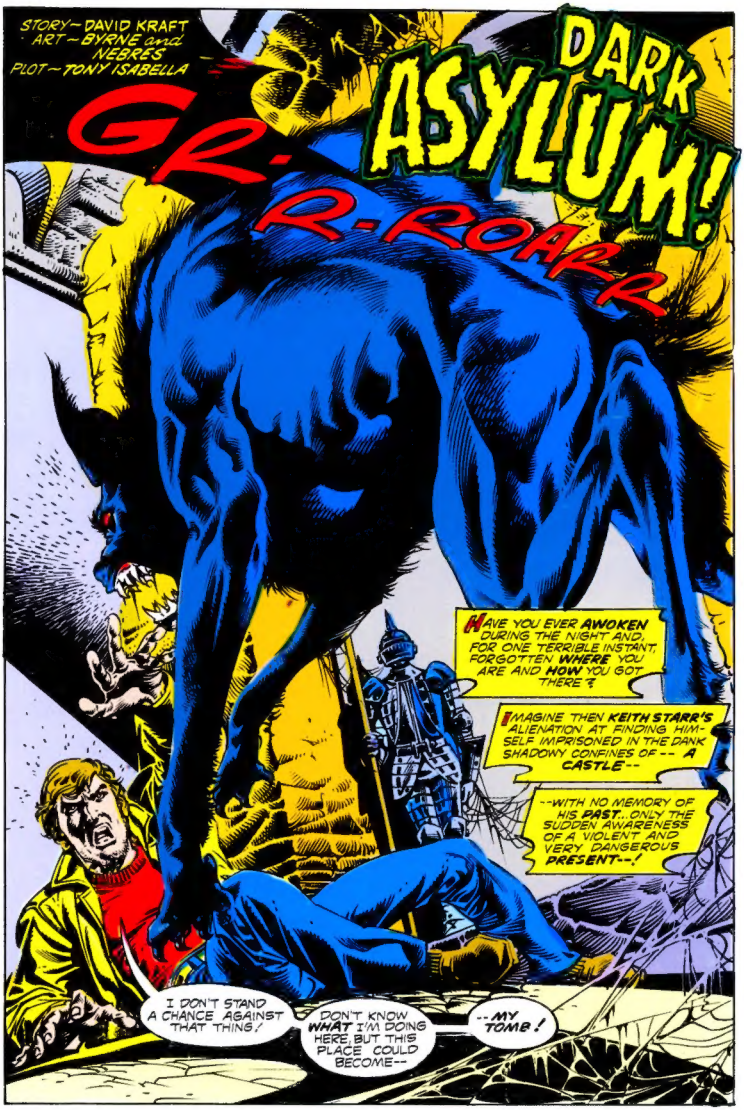
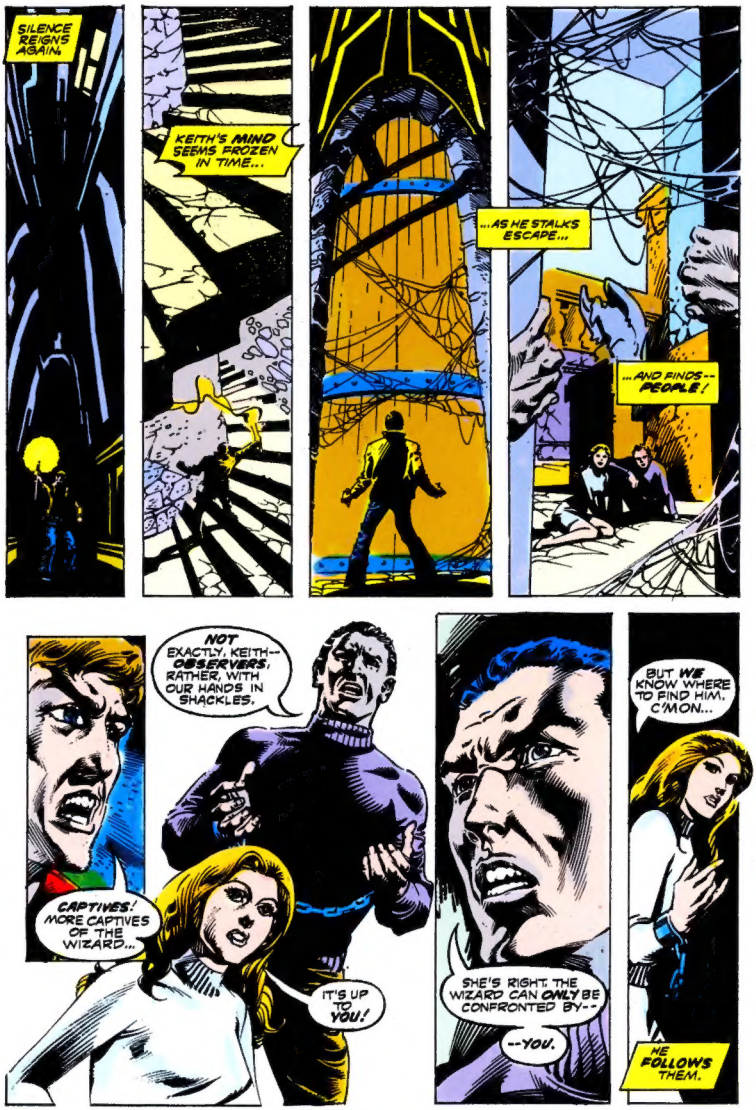
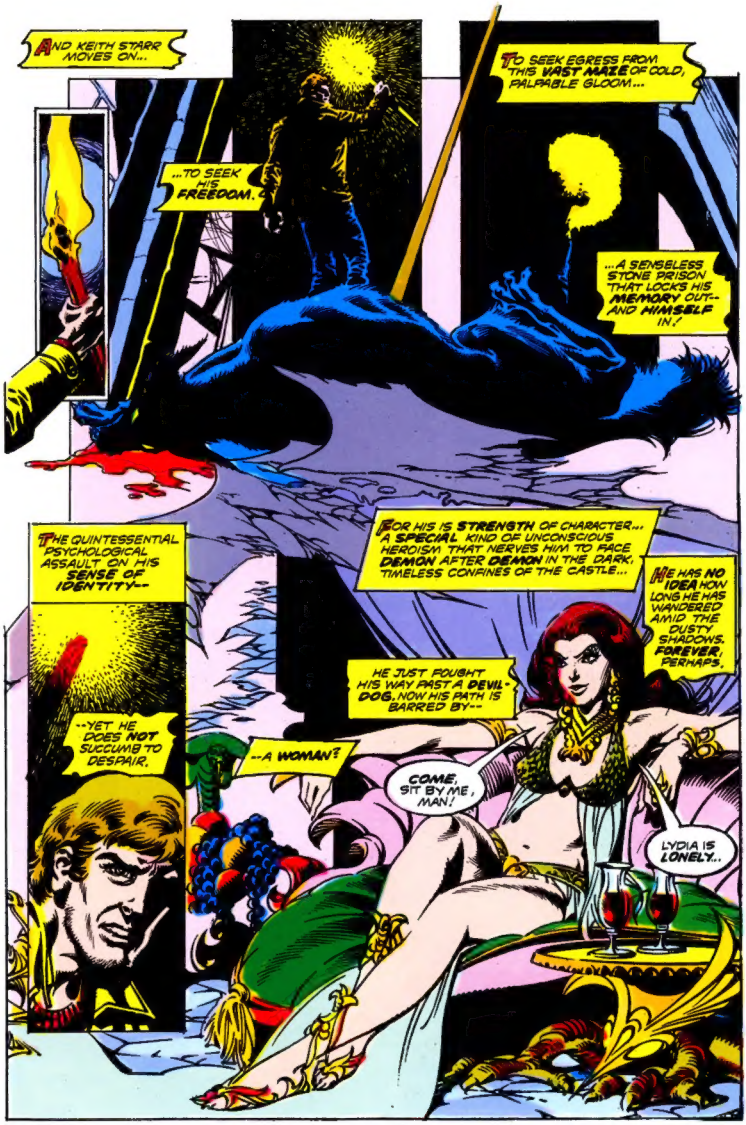
68 BIG PAGES
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
GIANT-SIZE DRACULA
DOUBLE-LENGTH DYNAMITE AS ONLY MACABRE MARVEL CAN PRESENT IT!
NEW!
HIGH IN THE SWISS ALPS, THE LORD of the UNDEAD TEACHES...
THE FINE ART of DYING!


STORY—DAVID KRAFT
ART—BYRNE and NEBRES
PLOT—TONY ISABELLA
GR-R-ROARR
DARK ASYLUM!
HAVE YOU EVER AWOKEN DURING THE NIGHT AND, FOR ONE TERRIBLE INSTANT, FORGOTTEN WHERE YOU ARE AND HOW YOU GOT THERE?
IMAGINE THEN KEITH STARR'S ALIENATION AT FINDING HIMSELF IMPRISONED IN THE DANK SHADOWY CONFINES OF -- A CASTLE--
--WITH NO MEMORY OF HIS PAST.. ONLY THE SUDDEN AWARENESS OF A VIOLENT AND VERY DANGEROUS PRESENT--!
I DON'T STAND A CHANCE AGAINST THAT THING!
DON'T KNOW WHAT I'M DOING HERE, BUT THIS PLACE COULD BECOME--
--MY TOMB!

NOT IF YOU DON'T TRY TO ESCAPE!
BA-THUD
LORD! THE DEMON TALKS!
NOW I KNOW THIS IS A NIGHTMARE!
YOU'RE WRONG, KEITH STARR... THIS IS REALITY.
YOU ARE THE CAPTIVE OF ZOK-- THE DARK WIZARD WHO COMMANDS ME!
I WILL NOT HURT YOU--IF YOU REMAIN HERE.
NO WAY! I'M GETTIN' OUT OF THIS CASTLE, IF I HAVE TO DO A NUMBER ON THE WIZARD HIMSELF...
THEN YOU'LL DIE, KEITH STARR!
Y-AR-ROWLL
THE HEAVY, MALIGNANT SILENCE OF THE CASTLE ECHOES AND RE-ECHOES WITH THE STRIDENT SCREAMS OF DEATH.

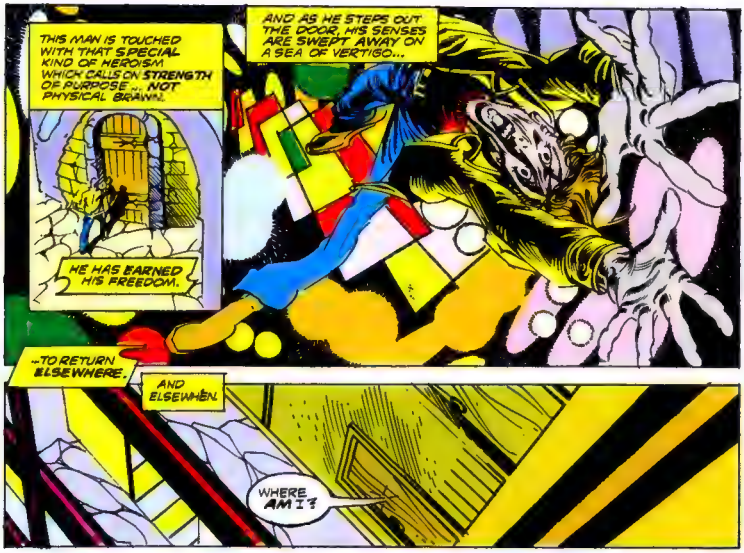

SILENCE REIGNS AGAIN.
KEITH'S MIND SEEMS FROZEN IN TIME...
...AS HE STALKS ESCAPE...
...AND FINDS--PEOPLE!
NOT EXACTLY, KEITH--OBSERVERS, RATHER, WITH OUR HANDS IN SHACKLES.
CAPTIVES! MORE CAPTIVES OF THE WIZARD...
IT'S UP TO YOU!
SHE'S RIGHT. THE WIZARD CAN ONLY BE CONFRONTED BY--
--YOU.
BUT WE KNOW WHERE TO FIND HIM. C'MON...
WE FOLLOWS THEM.


AND KEITH STARR MOVES ON...
...TO SEEK HIS FREEDOM.
TO SEEK EGRESS FROM THIS VAST MAZE OF COLD, PALPABLE GLOOM...
...A SENSELESS STONE PRISON THAT LOCKS HIS MEMORY OUT-- AND HIMSELF IN.
THE QUINTESSENTIAL PSYCHOLOGICAL ASSAULT ON HIS SENSE OF IDENTITY--
--YET HE DOES NOT SUCCUMB TO DESPAIR.
FOR HIS IS STRENGTH OF CHARACTER... A SPECIAL KIND OF UNCONSCIOUS HEROISM THAT NERVES HIM TO FACE DEMON AFTER DEMON IN THE DARK, TIMELESS CONFINES OF THE CASTLE...
HE HAS NO IDEA HOW LONG HE HAS WANDERED AMID THE DUSTY SHADOWS. FOREVER, PERHAPS.
HE JUST FOUGHT HIS WAY PAST A DEVIL-DOG. NOW HIS PATH IS BARRED BY--
--A WOMAN?
COME, SIT BY ME, MAN!
LYDIA IS LONELY...

...AND SHE CRAVES A MATE WITH WHICH TO SPEND THE ETERNAL NIGHT.
I--CAN'T...
YOU VALUE YOUR FREEDOM MORE THAN THE RICH PLEASURES WHICH LYDIA CAN PROVIDE?
YES.
HISSST!
THEN I WILL TAKE YOU ANYWAY.
LYDIA CANNOT BEAR TO REMAIN ALONE--ISOLATED IN THE DARKNESS --FOR ETERNITY.
NOR CAN I, DEMONESS.
...I MUST FIND THE WIZARD ZOK AND WRING FROM HIM THE KEY TO MY FREEDOM!
THE SMELL OF BURNT FLESH HANGS IN THE AIR AS LYDIA SLITHERS AWAY INTO THE SHADOWS, FLEEING INTO SOLITUDE.
KEITH CHOOSES ANOTHER PATH.

THERE IS SOMETHING... FAMILIAR ABOUT THESE TWO THAT CAUSES KEITH'S DORMANT MEMORY TO TWITCH.
UNSUCESSFULLY.
HERE IS WHERE WE STOP--FOR ONLY YOU HAVE THE POWER TO FREE YOURSELF..
...AND THOUGH YOU CARRY NO ARMS, REMEMBER THAT YOUR MIND IS THE ULTIMATE WEAPON.
THE AIR HAS SUDDENLY GROWN STILL.
VERY STILL.
AND THE SHEEN OF SWEAT THAT COVERS HIM FROM THE LONG CLIMB TURNS... COLD.
I AM THE ONE YOU SEEK, KEITH STARR --BUT DON'T FORCE ME TO DESTROY YOU!
TURN BACK.
NO WAY!
HISSS!
TALK ENDS. THEN, AS THE CONVERSATION IS OVERTAKEN BY THE SIBILANT THREAT OF A SWORD...

...AND THE HARSH REPORT OF A FIST.
KRAK
LIFE EBBS QUICKLY--
A-GURKK--!
--AND DESPERATION IS THE BREEDER OF ACTION.
THEN, THERE'S AN INSTANT OF SHEER DISBELIEF... AS KEITH REALIZES THE ENEMY IS--
--HIMSELF!
I'VE GOT TO--
--BREAK FREE!
NOOOOOOOO
THE SCREAM GROWS FAINT AND IS SWALLOWED BY THE GLOOM.
SILENCE RECLAIMS THE DUSTY AIR...EXCEPT FOR THE GREAT RAGGED GASPS OF KEITH STARR.


THIS MAN IS TOUCHED WITH THAT SPECIAL KIND OF HEROISM WHICH CALLS ON STRENGTH OF PURPOSE... NOT PHYSICAL BRAWN.
HE HAS EARNED HIS FREEDOM.
AND AS HE STEPS OUT THE DOOR, HIS SENSES ARE SWEPT AWAY ON A SEA OF VERTIGO...
--TO RETURN ELSEWHERE.
AND ELSEWHEN.
WHERE AM I?

THE HELLBERG ASYLUM FOR THE INSANE.
I DON'T UNDERSTAND. WHY AM I HERE? I'M NOT A...
...I CAN'T REMEMBER...
THE SHOT WE GAVE HIM EARLIER IS TAKING EFFECT.
HOW PECULIAR. UNTIL A FEW MINUTES AGO, HE WAS A RAVING MANIAC. NOW, SUDDENLY... HE'S SNAPPED OUT OF IT...
IT'S ALMOST AS IF HIS MIND FOUGHT ITS OWN INSANITY--
--AND WON!
AS, INDEED, IT DID.
KEITH STARR HAS EARNED HIS FREEDOM
AND HIS REST.
--FIN

MARVEL PREMIERE
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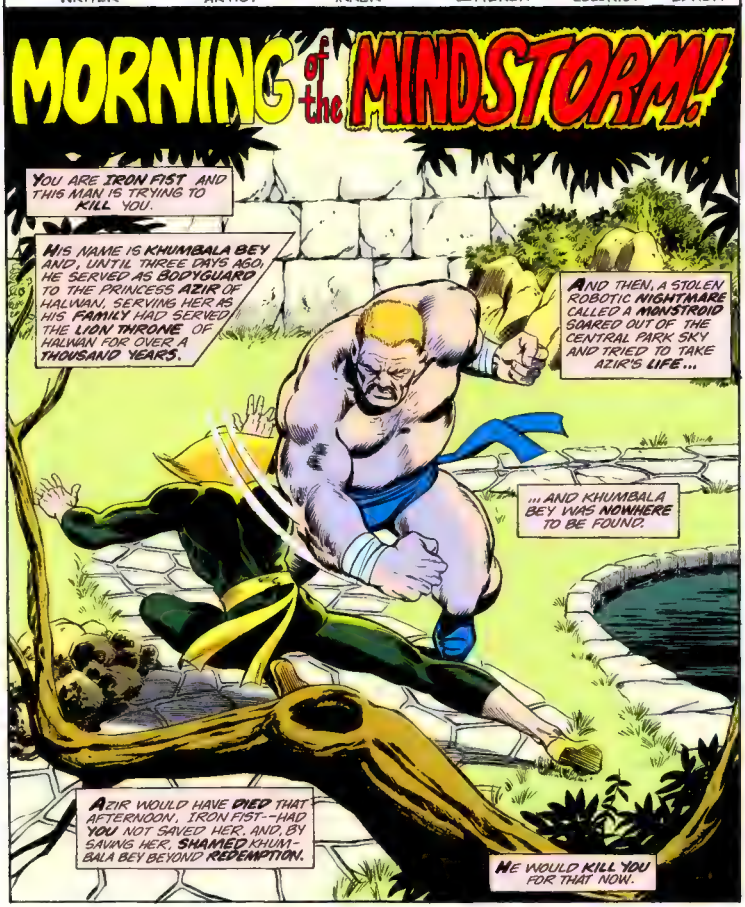
MARVEL PREMIERE FEATURING
IRON FIST™
EVEN MY MARTIAL ARTS SKILLS CANNOT STAND AGAINST CREATURES SUCH AS THESE!
I'M AT THE MERCY OF THE MINIONS OF ANGAR THE SCREAMER!
MIND-STORM!

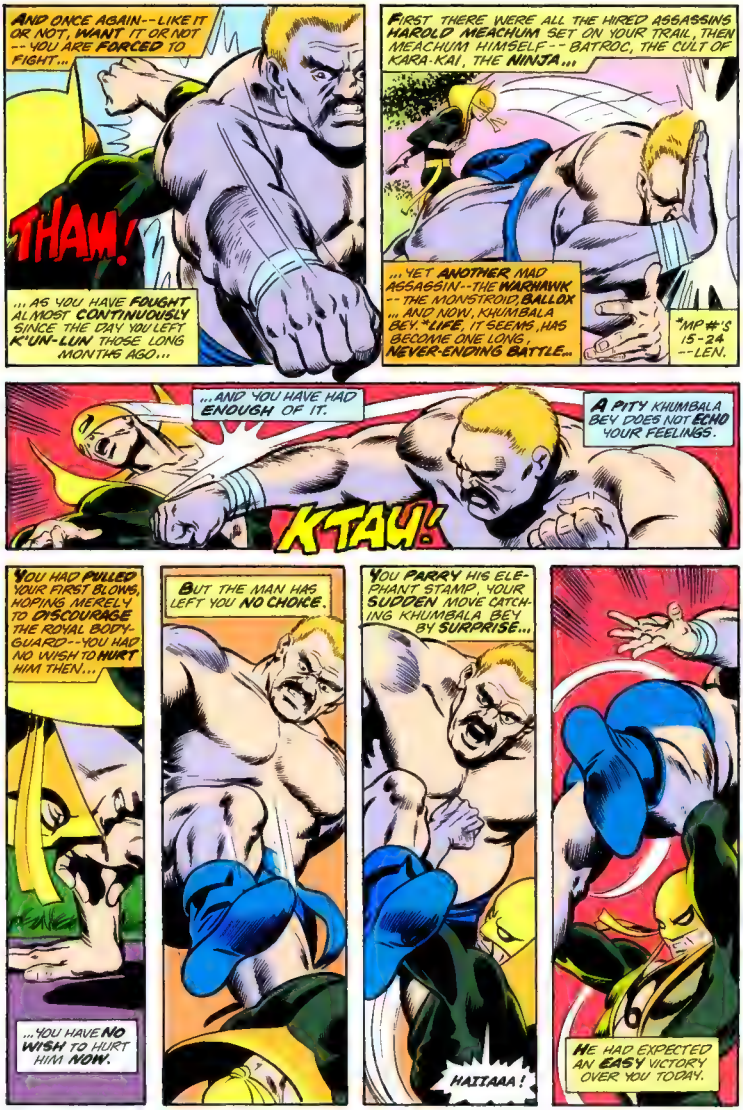
You were born *Daniel Rand.* At the age of 9, your life was shattered by the murder of your father. At 19, you emerged from the mystic city of *K'un-Lun*—reborn in the fires of a dragon's heart. Yours are the most finely-honed Martial Arts skills in the world. You were *born* Daniel Rand. You have since *changed.*

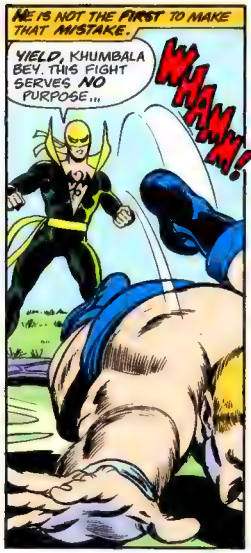
STAN LEE PRESENTS: IRON FIST, THE LIVING WEAPON! ™

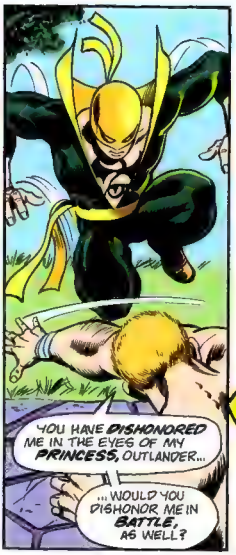
CHRIS CLAREMONT / WRITER | JOHN BYRNE / ARTIST | AL MCWILLIAMS / INKER | KAREN MANTLO / LETTERER | MICHELE W. / COLORIST | LEN WEIN / EDITOR

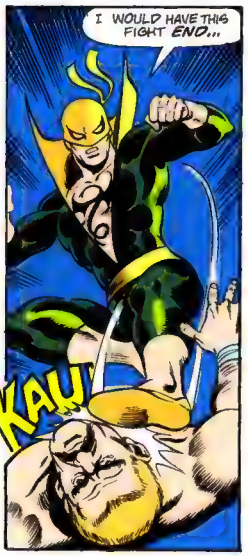
MORNING of the MINDSTORM!


YOU ARE IRON FIST AND THIS MAN IS TRYING TO KILL YOU.
HIS NAME IS KHUMBALA BEY AND, UNTIL THREE DAYS AGO, HE SERVED AS BODYGUARD TO THE PRINCESS AZIR OF HALWAN, SERVING HER AS HIS FAMILY HAD SERVED THE LION THRONE OF HALWAN FOR OVER A THOUSAND YEARS.
AND THEN, A STOLEN ROBOTIC NIGHTMARE CALLED A MONSTROID SOARED OUT OF THE CENTRAL PARK SKY AND TRIED TO TAKE AZIR'S LIFE...
...AND KHUMBALA BEY WAS NOWHERE TO BE FOUND.
AZIR WOULD HAVE DIED THAT AFTERNOON, IRON FIST--HAD YOU NOT SAVED HER. AND, BY SAVING HER, SHAMED KHUMBALA BEY BEYOND REDEMPTION.
HE WOULD KILL YOU FOR THAT NOW.

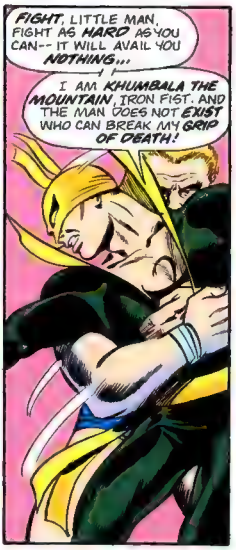

AND ONCE AGAIN--LIKE IT OR NOT, WANT IT OR NOT--YOU ARE FORCED TO FIGHT...
THAM!
...AS YOU HAVE FOUGHT ALMOST CONTINUOUSLY SINCE THE DAY YOU LEFT K'UN-LUN THOSE LONG MONTHS AGO...
FIRST THERE WERE ALL THE HIRED ASSASSINS HAROLD MEACHUM SET ON YOUR TRAIL, THEN MEACHUM HIMSELF--BATROC, THE CULT OF KARA-KAI, THE NINJA...
...YET ANOTHER MAD ASSASSIN--THE WARHAWK--THE MONSTROID, BALLOX ...AND NOW, KHUMBALA BEY--LIFE, IT SEEMS, HAS BECOME ONE LONG, NEVER-ENDING BATTLE...
*MP #'S 15-24 --LEN.
...AND YOU HAVE HAD ENOUGH OF IT.
A PITY KHUMBALA BEY DOES NOT ECHO YOUR FEELINGS.
K-TAU!
YOU HAD PULLED YOUR FIRST BLOWS, HOPING MERELY TO DISCOURAGE THE ROYAL BODY-GUARD--YOU HAD NO WISH TO HURT HIM THEN...
...YOU HAVE NO WISH TO HURT HIM NOW.
BUT THE MAN HAS LEFT YOU NO CHOICE.
YOU PARRY HIS ELE-PHANT STAMP, YOUR SUDDEN MOVE CATCH-ING KHUMBALA BEY BY SURPRISE...
HAIIAAA!
HE HAD EXPECTED AN EASY VICTORY OVER YOU TODAY.

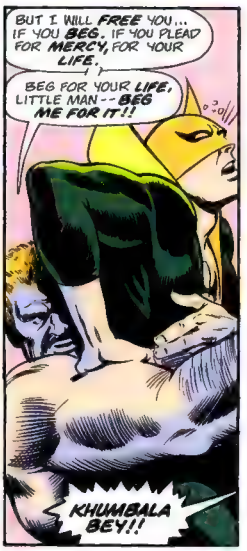

HE IS NOT THE FIRST TO MAKE THAT MISTAKE.
YIELD, KHUMBALA BEY. THIS FIGHT SERVES NO PURPOSE...
WHAAM!


YOU HAVE DISHONORED ME IN THE EYES OF MY PRINCESS, OUTLANDER...
...WOULD YOU DISHONOR ME IN BATTLE, AS WELL?


I WOULD HAVE THIS FIGHT END...
KAU!

IT SHALL END, OUTLANDER BUT NOT THE WAY YOU THINK...
PTAK!

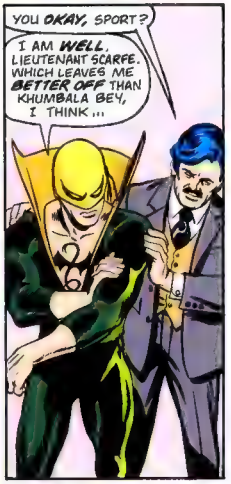

FIGHT, LITTLE MAN. FIGHT AS HARD AS YOU CAN-- IT WILL AVAIL YOU NOTHING...
I AM KHUMBALA THE MOUNTAIN, IRON FIST. AND THE MAN DOES NOT EXIST WHO CAN BREAK MY GRIP OF DEATH!


BUT I WILL FREE YOU... IF YOU BEG. IF YOU PLEAD FOR MERCY, FOR YOUR LIFE.
BEG FOR YOUR LIFE, LITTLE MAN-- BEG ME FOR IT!!
KHUMBALA BEY!!

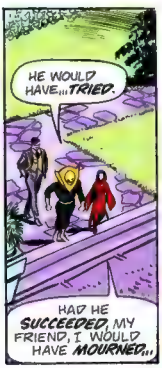
HOW DARE YOU KHUMBALA BEY?! HOW DARE YOU!?!
RELEASE, IRON FIST-- IMMEDIATELY!!

IRON FIST IS MY HONORED GUEST, KHUMBALA BEY-- THIS TIME YOUR LITTLE GAMES HAVE GONE TOO FAR.
MY PRINCESS, IT WAS ONLY INNOCENT...
BE SILENT! LEST YOU ADD LYING TO YOUR OTHER TRANSGRESSIONS!

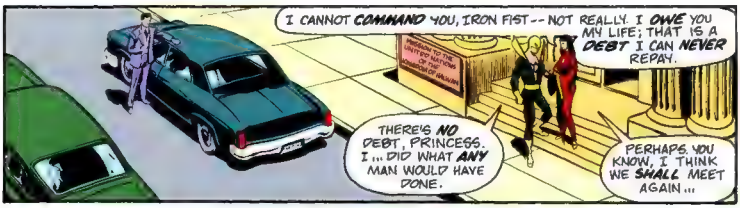
GET YOU FROM MY SIGHT-- AND THANK ALLAH WE ARE IN AMERICA AND NOT KALWAN...
...FOR IF WE WERE HOME, YOUR DEAD CARCASS WOULD ALREADY BE HUNG ON THE CITY WALLS AS CARRION MEAT.
NOW, GO!


YOU OKAY, SPORT?
I AM WELL, LIEUTENANT SCARFE. WHICH LEAVES ME BETTER OFF THAN KHUMBALA BEY, I THINK...

PRINCESS, THERE WAS NO NEED...
THERE WAS NEED, KHUMBALA'S GAMES ARE TOO OFTEN FATAL-- MURDER DISGUISED AS AN ACCIDENT OF SPORT...
HE WOULD HAVE KILLED YOU, IRON FIST, HAD I NOT STOPPED HIM.


HE WOULD HAVE...TRIED.
HAD HE SUCCEEDED, MY FRIEND, I WOULD HAVE MOURNED...

I SHOULD LIKE TO SEE YOU AGAIN, WARRIOR.
IS THAT A REQUEST, PRINCESS, OR A ROYAL COMMAND?
A COMMAND, OF COURSE. BUT ONLY IF YOU WILL NOT HEED A REQUEST.


I CANNOT COMMAND YOU, IRON FIST -- NOT REALLY. I OWE YOU MY LIFE; THAT IS A DEBT I CAN NEVER REPAY.
THERE'S NO DEBT, PRINCESS. I... DID WHAT ANY MAN WOULD HAVE DONE.
PERHAPS. YOU KNOW, I THINK WE SHALL MEET AGAIN...

FAREWELL, WARRIOR. ALLAH BE WITH YOU...
AND AWAY THEY GO. HE'S LEAVIN' WITH SCARFE, CHARLEY -- YOU BETTER CALL IT IN.

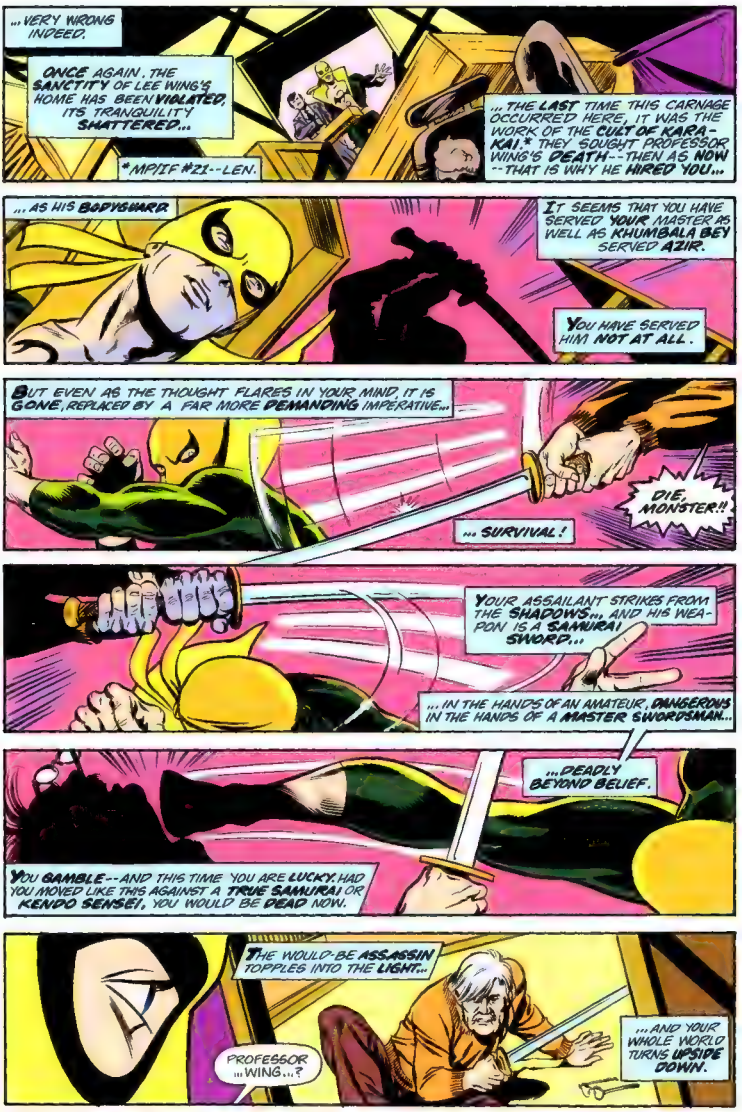
CAR ABLE TO CONTROL -- SUBJECT IRON FIST AND LIEUTENANT SCARFE MOVING CROSSTOWN. PROBABLY HEADING FOR PROFESSOR WING'S.
DOES THE FAT MAN WANT US TO MAINTAIN SURVEILLANCE ON SUBJECT IRON FIST?

SIR?
THEY'RE TO STAY AS CLOSE AS POSSIBLE WITHOUT BLOWING THEIR COVER.
I WANT TO KNOW EVERY MOVE IRON FIST MAKES -- WITHOUT FAIL -- OR I'LL HAVE THEIR HEADS IS THAT UNDERSTOOD?

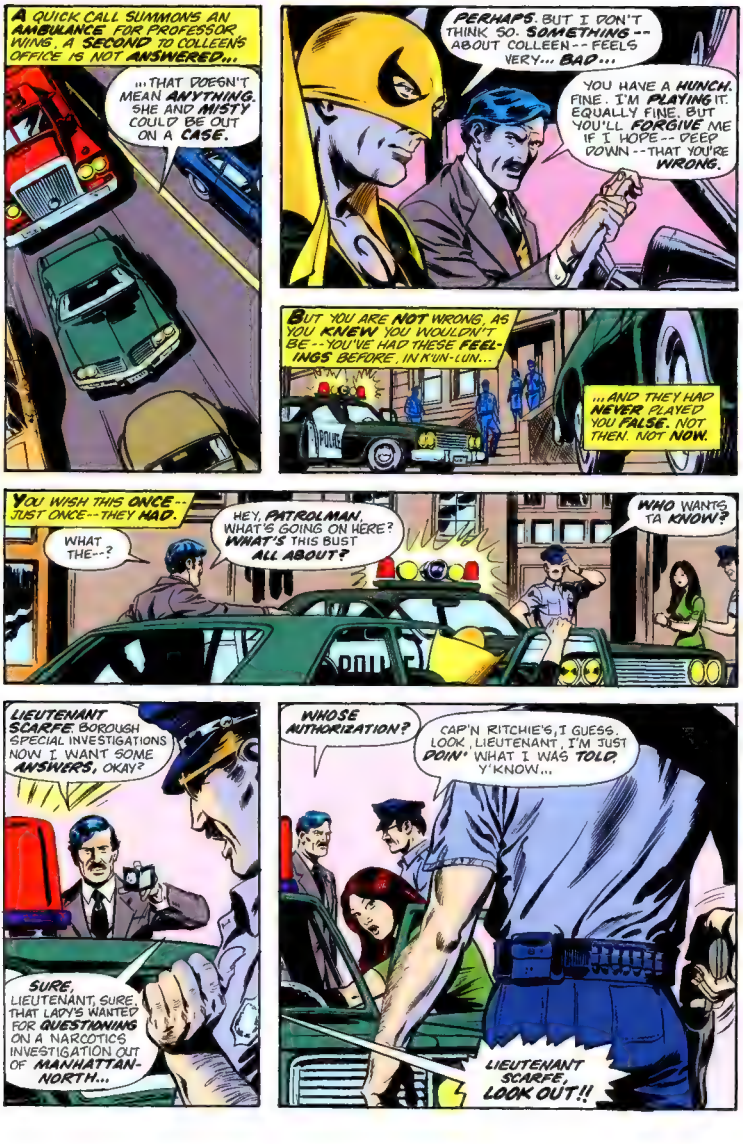
... UNDERSTOOD. THEY'RE AT WING'S HOUSE. CAR ABLE OUT.
HEY, LOU, YOU EVER WONDER WHAT THIS IS ALL ABOUT?
WHAT'S TO WONDER? THE FAT MAN'S PAYIN' A THOUSAND DOLLARS PER WEEK PER MAN FOR US TO TAIL IRON FIST.

FOR THAT KIND OF BREAD, I'D FOLLOW ORPHEUS TO HELL AND BACK...
... HEY -- WAITAMINNIT -- SOMETHING'S WRONG UP THERE!

WRONG? HAD YOU HEARD THE MAN, IRON FIST, YOU WOULD HAVE AGREED...
... FOR SOMETHING IS WRONG HERE...

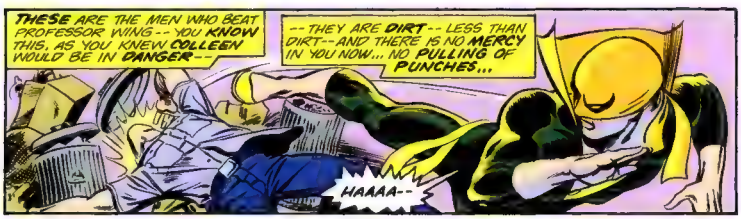

...VERY WRONG INDEED.
ONCE AGAIN, THE SANCTITY OF LEE WING'S HOME HAS BEEN VIOLATED, ITS TRANQUILITY SHATTERED...
*MPIIF #21--LEN.
...THE LAST TIME THIS CARNAGE OCCURRED HERE, IT WAS THE WORK OF THE CULT OF KARA-KAI.* THEY SOUGHT PROFESSOR WING'S DEATH--THEN AS NOW --THAT IS WHY HE HIRED YOU...
...AS HIS BODYGUARD.
IT SEEMS THAT YOU HAVE SERVED YOUR MASTER AS WELL AS KHUMBALA BEY SERVED AZIR.
YOU HAVE SERVED HIM NOT AT ALL.
BUT EVEN AS THE THOUGHT FLARES IN YOUR MIND, IT IS GONE, REPLACED BY A FAR MORE DEMANDING IMPERATIVE...
...SURVIVAL!
DIE, MONSTER!!
YOUR ASSAILANT STRIKES FROM THE SHADOWS... AND HIS WEAPON IS A SAMURAI SWORD...
...IN THE HANDS OF AN AMATEUR, DANGEROUS IN THE HANDS OF A MASTER SWORDSMAN...
...DEADLY BEYOND BELIEF.
YOU GAMBLE--AND THIS TIME YOU ARE LUCKY. HAD YOU MOVED LIKE THIS AGAINST A TRUE SAMURAI OR KENDO SENSEI, YOU WOULD BE DEAD NOW.
THE WOULD-BE ASSASSIN TOPPLES INTO THE LIGHT...
PROFESSOR ...WING...?
...AND YOUR WHOLE WORLD TURNS UPSIDE DOWN.

PROFESSOR? IT'S IRON FIST, SIR. YOU KNOW ME, DON'T YOU?
THIS IS INSANE -- THIS MAN TOOK YOU IN, GAVE YOU A JOB, CALLED YOU FRIEND... AND NOW HE TRIES TO KILL YOU.
NO! YOU'RE LYING! YOU'RE NOT IRON FIST -- YOU'RE MONSTERS! ALL OF YOU!
YOU'RE MONSTERS --
-- AND I'M GOING TO KILL YOU ALL !!
THERE IS NO TIME TO BE GENTLE, NOT SO LONG AS WING HOLDS THAT SWORD..
YOU TRY NOT TO LISTEN AS THE OLD MAN CRIES OUT -- YOU HOPE HE WILL FORGIVE YOU.
YAAIIII--!
NO! I CAN'T LET YOU WIN... I CAN'T... I CAN'T...
FUHM!
IRON FIST! I HEARD THE COMMOTION -- WHAT'S GOING ON IN...
...HERE. OH MY LORD.
...CAN'T LET YOU WIN... IF YOU WIN, THE MONSTERS WILL GET COLLEEN. YES THEY WILL. MY PRETTY-PRETTY COLLEEN...
THEY WANT HER, YOU SEE. THEY HURT ME FOR HER... AND THEY'LL HURT HER, TOO...


A QUICK CALL SUMMONS AN AMBULANCE FOR PROFESSOR WINS. A SECOND TO COLLEENS OFFICE IS NOT ANSWERED...
...THAT DOESN'T MEAN ANYTHING. SHE AND MISTY COULD BE OUT ON A CASE.
PERHAPS. BUT I DON'T THINK SO. SOMETHING -- ABOUT COLLEEN -- FEELS VERY... BAD...
YOU HAVE A HUNCH. FINE. I'M PLAYING IT EQUALLY FINE. BUT YOU'LL FORGIVE ME IF I HOPE -- DEEP DOWN -- THAT YOU'RE WRONG.
BUT YOU ARE NOT WRONG, AS YOU KNEW YOU WOULDN'T BE -- YOU'VE HAD THESE FEELINGS BEFORE, IN K'UN-LUN...
...AND THEY HAD NEVER PLAYED YOU FALSE. NOT THEN. NOT NOW.
POLICE
YOU WISH THIS ONCE -- JUST ONCE -- THEY HAD.
WHAT THE--?
HEY, PATROLMAN. WHAT'S GOING ON HERE? WHAT'S THIS BUST ALL ABOUT?
WHO WANTS TA KNOW?
LIEUTENANT SCARFE, BOROUGH SPECIAL INVESTIGATIONS NOW I WANT SOME ANSWERS, OKAY?
SURE, LIEUTENANT, SURE. THAT LADY'S WANTED FOR QUESTIONING ON A NARCOTICS INVESTIGATION OUT OF MANHATTAN-NORTH...
WHOSE AUTHORIZATION?
CAP'N RITCHIE'S, I GUESS. LOOK, LIEUTENANT, I'M JUST DOIN' WHAT I WAS TOLD, Y'KNOW...
LIEUTENANT SCARFE, LOOK OUT!!

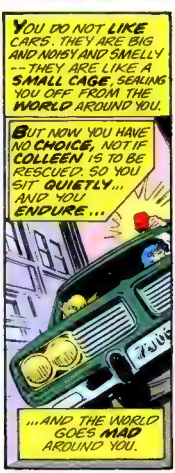
BERNIE, HE'S RUMBLED US--
GNNGH!!
HAIII-YAH!!
BLAM!
RAK!

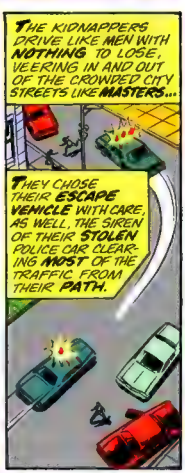
YOU'RE NOT COPS...
YOU GUESSED IT, HOTSHOT. LOOKS LIKE YOUR KUNG FU PAL JUST GYPPED YOU OUTTA AN INSPECTOR'S FUNERAL...
KOT!
...I'FRAID YOU'LL HAVETA SETTLE FOR A BUSTED JAW INSTEAD!

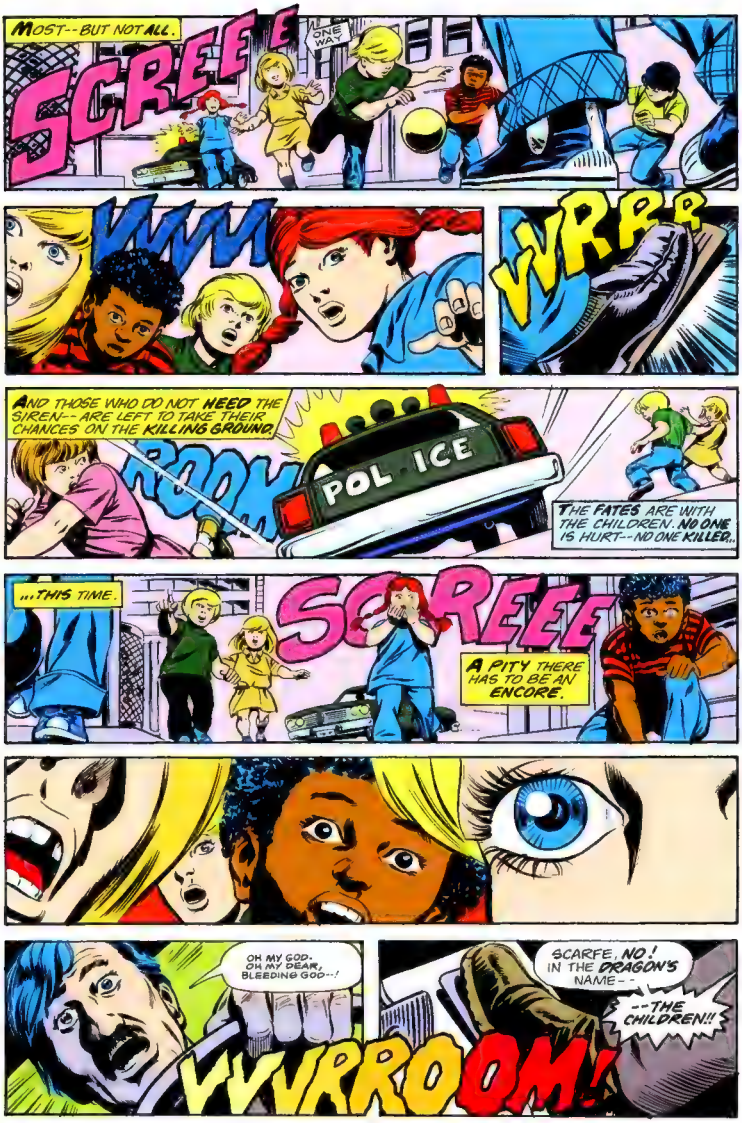

THESE ARE THE MEN WHO BEAT PROFESSOR WING-- YOU KNOW THIS, AS YOU KNEW COLLEEN WOULD BE IN DANGER--
-- THEY ARE DIRT-- LESS THAN DIRT-- AND THERE IS NO MERCY IN YOU NOW... NO PULLING OF PUNCHES...
HAAAA--

...NO ONE LEFT TO FIGHT.
VOOOOOM!

IRON FIST! C'MON, BOY, GET THE LEAD OUT-- THOSE CREEPS ARE GETTING AWAY!
IF WE HUSTLE, WE'VE GOT A CHANCE OF CATCHING THEM!

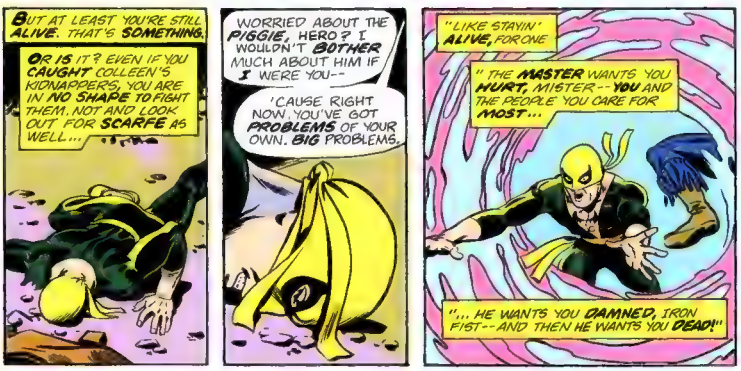

YOU DO NOT LIKE CARS. THEY ARE BIG AND NOISY AND SMELLY -- THEY ARE LIKE A SMALL CAGE, SEALING YOU OFF FROM THE WORLD AROUND YOU.
BUT NOW YOU HAVE NO CHOICE, NOT IF COLLEEN IS TO BE RESCUED. SO YOU SIT QUIETLY... AND YOU ENDURE...
...AND THE WORLD GOES MAD AROUND YOU.


THE KIDNAPPERS DRIVE LIKE MEN WITH NOTHING TO LOSE, VEERING IN AND OUT OF THE CROWDED CITY STREETS LIKE MASTERS...
THEY CHOSE THEIR ESCAPE VEHICLE WITH CARE, AS WELL, THE SIREN OF THEIR STOLEN POLICE CAR CLEARING MOST OF THE TRAFFIC FROM THEIR PATH.


MOST--BUT NOT ALL.
SCREEE
ONE WAY
VVVV
VVRRR
AND THOSE WHO DO NOT NEED THE SIREN--ARE LEFT TO TAKE THEIR CHANCES ON THE KILLING GROUND.
ROOM
POL ICE
THE FATES ARE WITH THE CHILDREN. NO ONE IS HURT--NO ONE KILLED.
...THIS TIME.
SCREEE
A PITY THERE HAS TO BE AN ENCORE.
OH MY GOD. OH MY DEAR, BLEEDING GOD--!
SCARFE, NO! IN THE DRAGON'S NAME--
--THE CHILDREN!!
VVVRROOM!

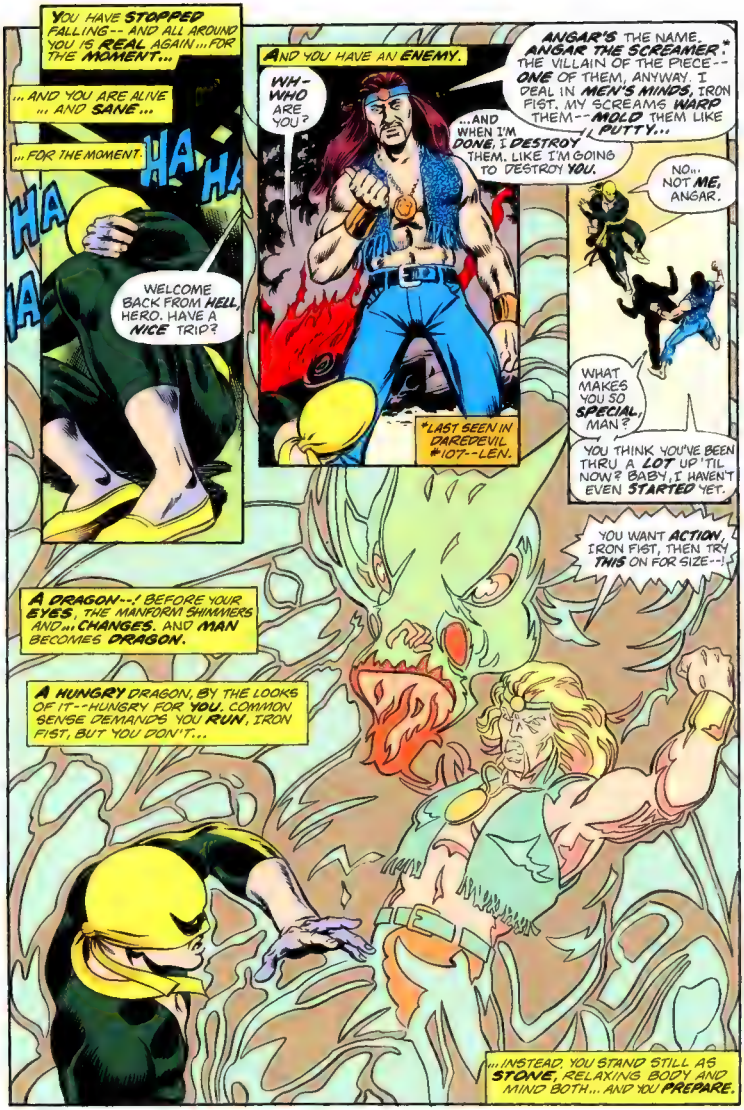
AGAIN THE CHILDREN ESCAPE. AND FOR THEM, NOW, THE FUN-AND-GAMES ARE OVER...
KROOOM!
... FOR RAFAEL SCARFE AND IRON FIST, ON THE OTHER HAND--THOUGH THEY DO NOT KNOW IT YET--
VVSHAAU!
--THE FUN AND GAMES HAVE JUST BEGUN.
SO HELP ME--WHEN I CATCH THAT LOUSY, STINKIN' SCUM...
... I'M GONNA BUST HIS HEAD OPEN. SO HELP ME GOD.
BINGO! WE GOT 'EM, IRON FIST-- THOSE LICE JUST MADE THEIR FIRST MISTAKE...
... I KNOW THAT ALLEY -- IT'S A DEAD END FOR CARS. WE GOT 'EM TRAPPED!
TRAPPED? YOU WONDER--THESE MEN ARE NOT FOOLS, THEIR ACTIONS HAVE PROVED THAT. YET ONLY FOOLS WOULD ALLOW THEMSELVES TO BE BOXED INTO A BLIND ALLEY...
...UNLESS THEY WERE PLANNING A...
... SURPRISE...
LIEUTENANT, BE CAREFUL...
... THIS IS ALL ...TOO EASY...
EVEN AS YOU SPEAK, YOU HEAR THE SCREAM --THE AGONY TWISTING DEEP INSIDE YOUR MIND-- AND YOU KNOW THAT YOUR WARNING HAS COME TOO LATE...
...FAR TOO LATE.
OH NO OH NO OH NO... HELP ME, SOMEBODY-- ANYBODY!!
HELP ME!!

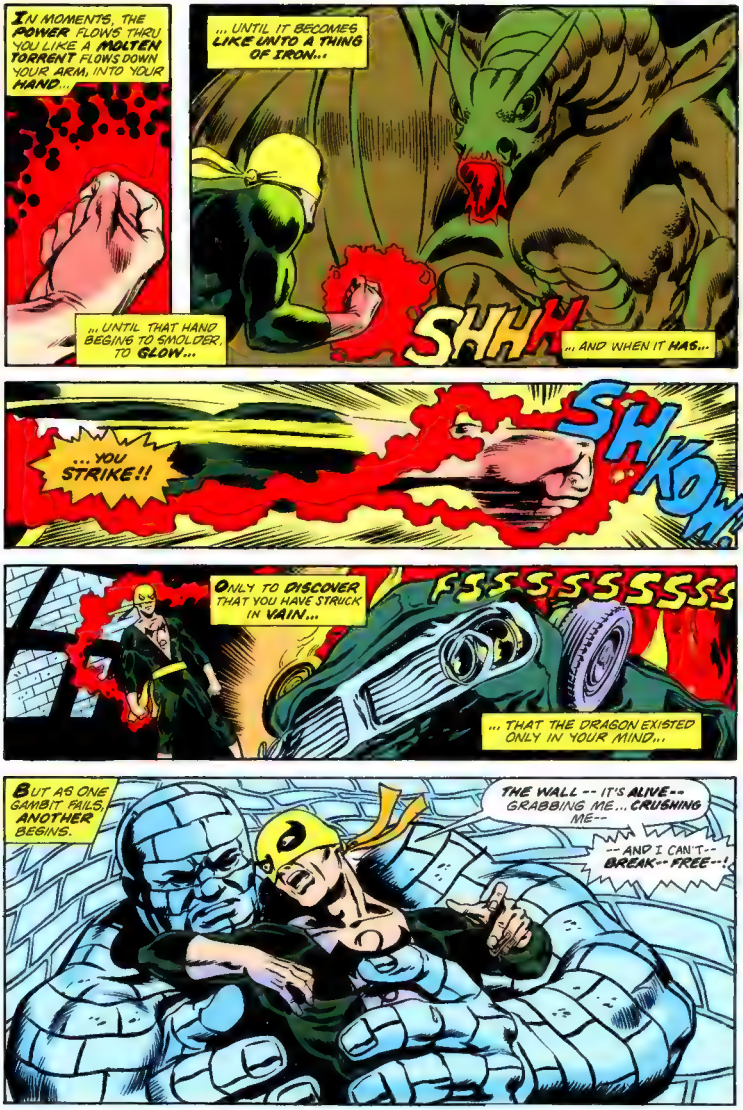
BUT THERE'S NO TIME FOR HELP, IS THERE, LIEUTENANT SCARFE...?
SCCRRRR...
THERE IS ONLY TIME FOR...
SKRAASH!
...TRAGEDY...
YOU'RE NOT SURE EXACTLY HOW YOU GOT SCARFE OUT OF THE CAR--YOU REMEMBER THE SCREAM AND THE CRASH.
...AND THEN, SOMEHOW, YOU WERE OUT...
...AS COLLEEN WOULD SAY, JUST IN THE NICK OF TIME.
FRWHOOM!


BUT AT LEAST YOU'RE STILL ALIVE. THAT'S SOMETHING.
OR IS IT? EVEN IF YOU CAUGHT COLLEEN'S KIDNAPPERS, YOU ARE IN NO SHAPE TO FIGHT THEM. NOT AND LOOK OUT FOR SCARFE AS WELL...
WORRIED ABOUT THE PIGGIE, HERO? I WOULDN'T BOTHER MUCH ABOUT HIM IF I WERE YOU--
'CAUSE RIGHT NOW YOU'VE GOT PROBLEMS OF YOUR OWN. BIG PROBLEMS.
"LIKE STAYIN' ALIVE, FOR ONE
"THE MASTER WANTS YOU HURT, MISTER--YOU AND THE PEOPLE YOU CARE FOR MOST...
"...HE WANTS YOU DAMNED, IRON FIST--AND THEN HE WANTS YOU DEAD!"

FALLING.
THE WORLD FADES AROUND YOU AND ALL THAT'S LEFT IS FALLING... SO FAR... SO FAST...
...ON A FALL YOU KNOW WILL NEVER. EVER END
YOU ARE DYING. AND YOU ARE DYING ALONE.
NO ONE KNOWING OF YOUR FATE. NO ONE CARING.
AS ALONE NOW AS YOU WERE ELEVEN YEARS AGO, DEEP WITHIN THE...
...HIMALAYAS...
THIS IS CRAZY. ONE MINUTE YOU'RE IN A MANHATTAN BACK ALLEY, THE NEXT IN A HIMALAYAN MOUNTAIN PASS...
...SLAMMING DOWN ON SNOW THAT'S SO HARD THE IMPACT NEARLY PULVERIZES EVERY BONE IN YOUR BODY.
SNOW THAT'S MORE LIKE CONCRETE THAN SNOW.
BUT THE WORST IS YET TO COME, AS MEMORY STIRS WITHIN YOU AND YOU RECOGNIZE THIS VALLEY FOR WHAT IT IS...
...THE VALLEY WHERE YOU SAW YOUR FATHER...
OH NO. OH GODS OF K'UN-LUN, PLEASE NO.
... MURDERED...
DAD? DAD, IS THAT YOU?
PERHAPS IT IS IRON FIST...
KTAU!
...BUT IT IS NOT THE FATHER YOU REMEMBER.

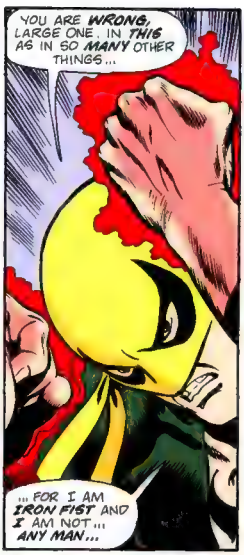
NOT HIM AT ALL.
CHUFF!
ONE KICK IS ENOUGH -- YOUR MIND MARKS THE MAN AS A THREAT...
YAAAAAA!!
... AND YOUR BODY DEALS WITH HIM ACCORDINGLY.
WHOEVER YOUR ASSAILANT IS -- REGARDLESS OF WHO HE LOOKS LIKE -- HE IS NO MARTIAL ARTIST...
... BUT IN THIS CRAZY QUILT NIGHTMARE WORLD...
... HE DOES NOT NEED TO BE.
SPAU!
YOU TRY TO HOLD ON -- FIGHT DESPERATELY TO HOLD ON -- TO REGAIN YOUR CENTER... YOUR SELF...
... THIS IS NOT REAL, YOU TELL YOURSELF -- THIS CAN NOT BE REAL!
OF COURSE IT IS NOT REAL, IRON FIST. ONLY YOU ARE REAL...
... AND I AM REAL...
... AND I AM FOR... YOU.
NO! D'YOU HEAR ME -- NO! I DENY YOU!!
HA HA HA HA HAH
I ... DEEENNYYYYY... YYOOOUUUU...


YOU HAVE STOPPED FALLING--AND ALL AROUND YOU IS REAL AGAIN...FOR THE MOMENT...
...AND YOU ARE ALIVE ...AND SANE...
...FOR THE MOMENT.
HA HA HA
WELCOME BACK FROM HELL, HERO. HAVE A NICE TRIP?
AND YOU HAVE AN ENEMY.
WH-WHO ARE YOU?
ANGAR'S THE NAME. ANGAR THE SCREAMER.* THE VILLAIN OF THE PIECE--ONE OF THEM, ANYWAY. I DEAL IN MEN'S MINDS, IRON FIST. MY SCREAMS WARP THEM--MOLD THEM LIKE PUTTY...
...AND WHEN I'M DONE, I DESTROY THEM. LIKE I'M GOING TO DESTROY YOU.
*LAST SEEN IN DAREDEVIL #107--LEN.
NO... NOT ME, ANGAR.
WHAT MAKES YOU SO SPECIAL, MAN?
YOU THINK YOU'VE BEEN THRU A LOT UP 'TIL NOW? BABY, I HAVEN'T EVEN STARTED YET.
YOU WANT ACTION, IRON FIST, THEN TRY THIS ON FOR SIZE--!
A DRAGON--! BEFORE YOUR EYES, THE MANFORM SHIMMERS AND... CHANGES. AND MAN BECOMES DRAGON.
A HUNGRY DRAGON, BY THE LOOKS OF IT--HUNGRY FOR YOU. COMMON SENSE DEMANDS YOU RUN, IRON FIST, BUT YOU DON'T...
...INSTEAD, YOU STAND STILL AS STONE, RELAXING BODY AND MIND BOTH... AND YOU PREPARE.

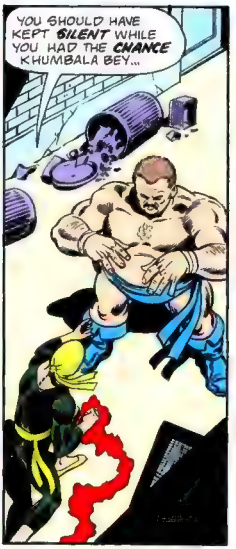

IN MOMENTS, THE POWER FLOWS THRU YOU LIKE A MOLTEN TORRENT FLOWS DOWN YOUR ARM, INTO YOUR HAND...
... UNTIL IT BECOMES LIKE UNTO A THING OF IRON...
... UNTIL THAT HAND BEGINS TO SMOLDER, TO GLOW...
SHHH
... AND WHEN IT HAS...
... YOU STRIKE!!
SHKOW!
ONLY TO DISCOVER THAT YOU HAVE STRUCK IN VAIN...
FSSSSSSSSSS
... THAT THE DRAGON EXISTED ONLY IN YOUR MIND...
BUT AS ONE GAMBIT FAILS, ANOTHER BEGINS.
THE WALL -- IT'S ALIVE -- GRABBING ME... CRUSHING ME--
-- AND I CAN'T -- BREAK -- FREE --!

LEI KUNG!!
BUT IT CAN'T BE! THIS IS A TRICK ... AN ILLUSION--!
CALM YOURSELF, PUPIL IF THIS IS ILLUSION, THEN IT CANNOT HARM YOU. IF IT IS REALITY THEN IT REALLY WON'T MATTER...

... BECAUSE YOU WILL BE DEAD.
DO NOT STRUGGLE, IRON FIST-- IT WILL AVAIL YOU NOTHING...
...FOR I AM LEI KUNG THE THUNDERER AND THE MAN DOES NOT EXIST WHO CAN BREAK MY GRIP OF DEATH!


YOU ARE WRONG, LARGE ONE. IN THIS AS IN SO MANY OTHER THINGS...
... FOR I AM IRON FIST AND I AM NOT... ANY MAN...

... AND I-- WILL--BE --FREE!!
BROW!


YOU SHOULD HAVE KEPT SILENT WHILE YOU HAD THE CHANCE KHUMBALA BEY...

... FOR LEI KUNG THE THUNDERER HAS NO GRIP OF DEATH!
SHKOW!

I SHOULD KNOW. I WAS FIRST AMONG HIS PUPILS.
FOOM!
SUCH A LITTLE MISTAKE, BUT IT GAVE YOU THE ANCHOR YOU NEEDED TO PULL YOUR MIND OUT OF FANTASY AND BACK INTO REALITY, GAVE YOU THE KEY YOU NEEDED TO WIN THE DAY. GAVE YOU VICTORY..
...A VICTORY THAT IS HOLLOW WITHOUT COLLEEN.
WHERE IS SHE, ANGAR -- WHERE IS COLLEEN WING?
WHO SENT YOU TO KIDNAP HER? WHO'S YOUR MASTER? ANSWER ME, SCREAMER, OR I'LL--
IRON FIST, NO! LET HIM ALONE--HE'S NO USE TO ANYONE DEAD.
BESIDES, THIS KIND OF SCUM ISN'T WORTH KILLING.
THERE IS WISDOM IN SCARFE'S WORDS--AND RIGHT NOW, YOU COULDN'T CARE LESS.
THEY GOT AWAY, SCARFE, DIDN'T THEY? WITH COLLEEN.
YEAH, THEY GOT CLEAN AWAY-- AND WE'VE GOT THREE DEAD COPS TO SHOW FOR IT...
...BUT EVEN THAT DOESN'T JUSTIFY MURDER AND YOU KNOW IT!
ESPECIALLY WHEN WE'VE GOT A CLUE.
STARK INTERNATIONAL
MIDTOWN BRANCH
NAME: DAVID ANGAR
AGE: 45 HEIGHT: 5'11"
IT KIND OF SETS YOU TO WONDERING DOESN'T IT -- ABOUT JUST WHO IS BEHIND THIS WHOLE STINKING MESS...
I DON'T CARE WHO, LIEUTENANT -- THIS PERSON WANTS ME DEAD. THOSE I CARE FOR BROKEN...
HE SEEMS TO THINK ME EASY PREY.
HE IS MISTAKEN.
I AM GOING TO FIND THIS 'WHO', LIEUTENANT-- AND WHEN I DO... ONE OF US IS GOING TO DIE!
NEXT MONTH IN IRON FIST #1:
IRON FIST versus IRON MAN!
MARVEL PREMIERE #26 PROUDLY PRESENTS:
HERCULES Prince of Power!

MARVEL TEAM-UP
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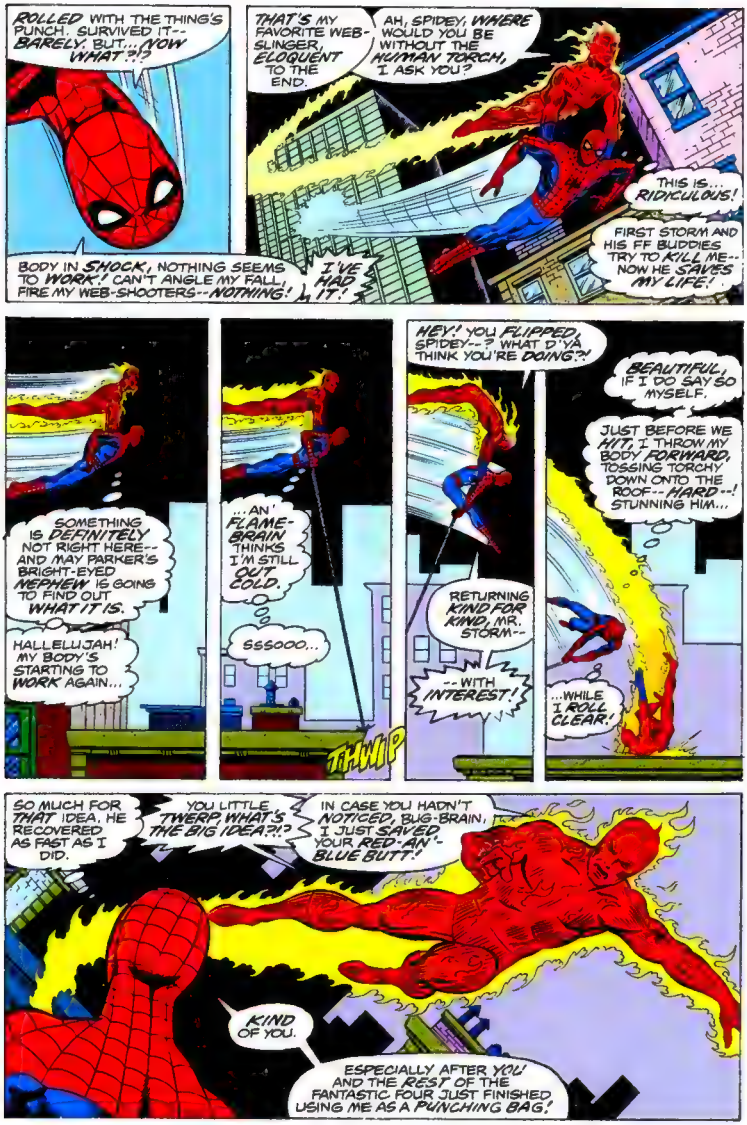
MARVEL TEAM-UP
FEATURING
SPIDER-MAN
AND THE
HUMAN TORCH
WHY ARE THE FANTASTIC FOUR TRYING TO KILL ME?
IF YOU THINK SPIDEY'S CONFUSED RIGHT NOW--
--IMAGINE HOW THE TORCH FEELS!

Stan Lee PRESENTS: SPIDEY AND THE TORCH--TOGETHER!™
CHRIS CLAREMONT AUTHOR / JOHN BYRNE ARTIST / DAVE HUNT INKER / JOHN COSTANZA DAVE HUNT LETTERER / COLORIST / ARCHIE GOODWIN EDITOR
NOT ALL THY POWERS CAN SAVE THEE!
SCENE: THE BAXTER BUILDING...
WHAT A MESS!
BETTER GET YOUR ACT TOGETHER, PARKER, AFTER ALL, YOU, YELLOWJACKET, AND WASP WRECKED REED RICHARDS' LAB DURING YOUR BATTLE WITH EQUINOX--!
--THE LEAST YOU CAN DO IS TIDY THE PLACE UP.
YEUCH!
NEXT TIME, SOMEONE REMIND ME TO STAY IN BED!
* DRAMATICALLY PORTRAYED LAST ISSUE--ARCHIE.
FIRST THINGS FIRST, WALL-CRAWLER...

...NAMELY STAYING ALIVE!
HOLD IT! MY SPIDEY-SENSE--!
I'M NOT ALONE IN HERE!
CRIPES!
THAT ARM--IT'S THE THING!
THWAM!
AND JUDGING BY THAT PUNCH, HE'S OUT FOR BLOOD!
YEE-OWWW!!
FWOOSH!
CUT IT OUT, MATCH-HEAD! THIS IS SPIDEY, FOR CRYIN' OUT LOUD--ONE OF THE GOOD GUYS!
NO ANSWER.
A JOKE'S A JOKE, FELLAS, BUT THIS IS GETTING OUT OF HAND.
AND I'M GETTING OUT OF HERE, IF THE FF ARE REALLY AFTER MY SCALP, I'VE GOT ABOUT AS MUCH OF A CHANCE...
...AS THE PROVERBIAL SNOWBALL IN--
HEY!
BOP!
IT MUST BE... THE INVISIBLE GIRL'S FORCE FIELD--BOUNCING ME OFF THE WALL!
AND HERE COMES MR. FANTASTIC! OKAY, PEOPLE, I CAN TAKE A HINT. I'M LEAVING!
STRANGE. THEY KEEP HITTING ME ONE AT A TIME.
AS A TEAM, THEY COULD HAVE ZAPPED ME LONG AGO.

ON THE OTHER HAND, THEY'RE DOING A DARN GOOD JOB INDIVIDUALLY.
NO!!
A FORCE FIELD BUBBLE AROUND MY HEAD-- CUTTING OFF MY AIR!
DON'T... UNDERSTAND. THE FF AN... I'VE NEVER BEEN THE BEST OF FRIENDS...
...BUT... NEVER ENEMIES. EITHER.
STRANGLING ...BUT... WON'T GIVE UP. HAS TO BE... WAY OUT!
DR. RICHARDS, ALL OF YOU-- WHY ARE YOU DOING THIS?!
WHY?!?
HUH--?! THE BUBBLE'S GONE! I CAN BREATHE.
OH, I THINK THIS IS GOING TO HURT.
BOOM!
CRASH!
I...WAS... RIGHT.
FAR OUT. I'M... STILL ALIVE.
AND I HURT! ALL OVER. MY ENTIRE BODY IS A WALKING, TALKING EXCEDRIN HEADACHE.
MAN, I MUST BE ALL RIGHT. I'M FALLING TO MY DEATH, AN' ALL I CAN DO IS CRACK JOKES.
HA HA.


ROLLED WITH THE THING'S PUNCH. SURVIVED IT--BARELY. BUT... NOW WHAT?!?
BODY IN SHOCK, NOTHING SEEMS TO WORK! CAN'T ANGLE MY FALL, FIRE MY WEB-SHOOTERS--NOTHING!
I'VE HAD IT!
THAT'S MY FAVORITE WEB-SLINGER, ELOQUENT TO THE END.
AH, SPIDEY, WHERE WOULD YOU BE WITHOUT THE HUMAN TORCH, I ASK YOU?
THIS IS... RIDICULOUS!
FIRST STORM AND HIS FF BUDDIES TRY TO KILL ME--NOW HE SAVES MY LIFE!
SOMETHING IS DEFINITELY NOT RIGHT HERE--AND MAY PARKER'S BRIGHT-EYED NEPHEW IS GOING TO FIND OUT WHAT IT IS.
HALLELUJAH! MY BODY'S STARTING TO WORK AGAIN...
...AN' FLAME-BRAIN THINKS I'M STILL OUT COLD.
SSSOOO...
THWIP
HEY! YOU FLIPPED, SPIDEY--? WHAT D'YA THINK YOU'RE DOING?!
RETURNING KIND FOR KIND, MR. STORM--
--WITH INTEREST!
BEAUTIFUL, IF I DO SAY SO MYSELF.
JUST BEFORE WE HIT, I THROW MY BODY FORWARD, TOSSING TORCHY DOWN ONTO THE ROOF--HARD--! STUNNING HIM...
...WHILE I ROLL CLEAR!
SO MUCH FOR THAT IDEA. HE RECOVERED AS FAST AS I DID.
YOU LITTLE TWERP, WHAT'S THE BIG IDEA?!?
IN CASE YOU HADN'T NOTICED, BUG-BRAIN, I JUST SAVED YOUR RED-AN'-BLUE BUTT!
KIND OF YOU.
ESPECIALLY AFTER YOU AND THE REST OF THE FANTASTIC FOUR JUST FINISHED USING ME AS A PUNCHING BAG!

I DON'T TAKE THAT FROM ANYBODY, STORM!
WHAT ARE YOU TALKING ABOUT? ARE YOU SAYING THE FF ATTACKED YOU?!?
YOU GOT IT.
NO WAY, SPIDEY. IT COULDN'T HAVE BEEN THE FF--
--BECAUSE THE FF AREN'T HOME!
AND EVEN IF WE HAD BEEN, WE WOULDN'T ATTACK YOU.
THEN WHO DID?!?
GOOD QUESTION. MUST'VE BEEN SOMEONE WHO CAN MIMIC OUR POWERS...
OH MY GOD.
WITHOUT ANOTHER WORD, JOHNNY STORM PIVOTS IN MID-AIR AND STREAKS FOR THE BAXTER BUILDING...
...AS IF ALL THE DEMONS IN HELL WERE SNAPPING AT HIS HEELS.
LEAVING A VERY CONFUSED WALL-CRAWLER BEHIND TO WONDER...
WHAT THE HECK IS GOING ON HERE?!?
IF I HAD ANY SENSE, I'D GO HOME AND HIT THE SACK. I'VE GOT CLASSES IN A FEW HOURS.
OH, WHO'M I KIDDING? WHOEVER ZAPPED ME MIGHT STILL BE THERE...
...AND SOMEBODY'S GOTTA KEEP TORCHY OUT OF TROUBLE.
LOOKS OKAY FOR NOW, THOUGH--MY SPIDEY-SENSE ISN'T TINGLING.
FIND ANYTHING, HOTSHOT?
TORCH! YOU FIND ANYTHING?!?

YES!!
YOU DUMB--! D'YOU HAVE ANY IDEA WHAT YOU'VE DONE?!?
I DON'T EVEN KNOW WHAT YOU'RE TALKING ABOUT.
I'M TALKING ABOUT THIS!
A GREEN, CARVED STICK. SO WHAT?
LOOK, TORCHY, WHY DON'T YOU COOL YOUR ACT A LITTLE--
--AND START FROM THE BEGINNING? IF IT'S IMPORTANT, ARGUING IS ONLY GOING TO MAKE THINGS WORSE.
I'M DRAZZLED, PAL, IT'S BECAUSE I'M SCARED. MY STORY'LL TELL YOU WHY.
"IT BEGINS WITH TIGRA--A LADY WHO'S PART HUMAN, PART CAT-PEOPLE.
"A FEW MONTHS AGO, SHE AND RED WOLF TANGLED WITH THE RAT PACK AND THEIR NEW LEADER, JOSHUA PLAGUE.
"PLAGUE HAD RIPPED-OFF THIS STICK--SAID TO BE THE LEGENDARY SOUL-CATCHER--FROM AN INDIAN TRIBE.
"TIGRA AND RED WOLF FIGURED TO TAKE IT BACK.
"UNFORTUNATELY, PLAGUE TURNED OUT TO BE THE SUPER-SKRULL IN DISGUISE. THE LADY AND HER INDIAN FRIEND GOT STOMPED, BUT GOOD.
"SKRULLY TRIED TO ABSORB TIGRA'S SOUL INTO THE 'CATCHER'. ONLY HIS PLAN BACKFIRED.
"THE TOTEM LEFT TIGRA ALONE AND ABSORBED THE * SKRULL INSTEAD.
* AS SEEN IN MARVEL CHILLERS # 7. --AS.

"THE SOUL-CATCHER ENDED UP AT THE LOCAL POLICE HEADQUARTERS, EVIDENCE IN A MURDER. TIGRA HERSELF WAS ONE OF THE CHIEF SUSPECTS.
"SHE FIGURED THE TOTEM WAS TOO DANGEROUS TO BE LEFT IN JUST ANY-ONE'S HANDS, SO--DESPITE THE RISK OF ARREST-- SHE SLIPPED IN ONE NIGHT AND 'BORROWED' IT.

"EVENTUALLY, SHE BROUGHT IT TO REED."
WHY ME, TIGRA?
YOU'VE FOUGHT THE SKRULL. LOOK, GUYS, I HAVE NO IDEA HOW THIS THING WORKS.
I DON'T WANT IT STEALING ANYONE ELSE'S SOUL!

OR LETTIN' SKRULLY FREE, NEITHER. HOW'S ABOUT I BREAK THIS THING-- ACCIDENTLY-LIKE.
UNNNGF!
HEY-- WHAT GIVES?! IT AIN'T BREAKIN'!

BEN, WAIT! WE'RE DEALING WITH POWERS WE DON'T UNDER-STAND.
AND UNTIL WE KNOW MORE, IT'S BEST THAT WE DO NOTHING.

FOR THE MOMENT, THE SOUL-CATCHER WILL BE PROTECTED--AND HARM-LESS-- INSIDE THIS STASIS SAFE.
UNTIL I CAN FIND A WAY TO NEUTRALIZE ITS POWERS.

I CAN GUESS THE REST. DURING THE FIGHT WITH EQUINOX, THE SAFE MUST'VE BEEN TORN OPEN..
YEAH. AND IF THE SKRULL'S MANAGED TO BUST LOOSE...
WOULD IT HELP IF I SAID I WAS SORRY?

TORCH--!
SPIDER-SENSE'S SCREAMING LIKE MAD!

WHAT D'YOU MEAN--? THE ROOM'S EMPTY!
TELL ME ABOUT IT.
WHAM!

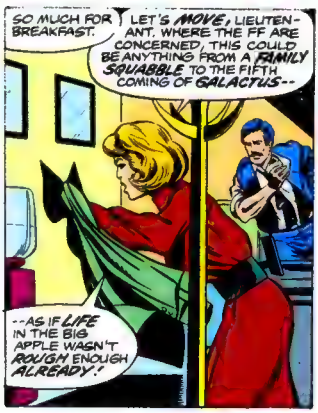
FOOLS, YOU SHOULD HAVE RUN WHILE YOU HAD A MOMENT'S CHANCE! NOW YOU'VE LOST BOTH YOUR CHANCE -- AND YOUR PUNY HUMAN LIVES--
--AT THE HANDS OF THE SUPER SKRULL!!
HEY, BIG FELLA, D'YOU THINK WE COULD TALK THIS OVER?
I GUESS NOT.
TORCHY, MY PROFESSORS ARE NOT GOING TO ACCEPT THIS AS A VALID EXCUSE FOR MISSING MORNING CLASSES.
WELL, YOU COULD ALWAYS INVITE 'EM TO YOUR FUNERAL.

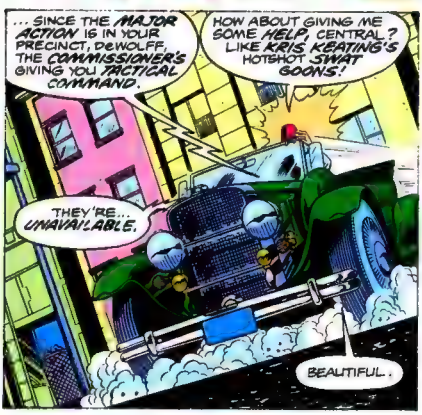
ON THAT NOTE, WE SHIFT OUR SCENE UPTOWN AND TO THE LEFT, TO THE WEST-SIDE STATION HOUSE...
...OF THE MIDTOWN-NORTH PRECINCT, NYPD.
--DA'S OFFICE IS PUSHING FOR AN ARRAIGNMENT BY NEXT TUESDAY...

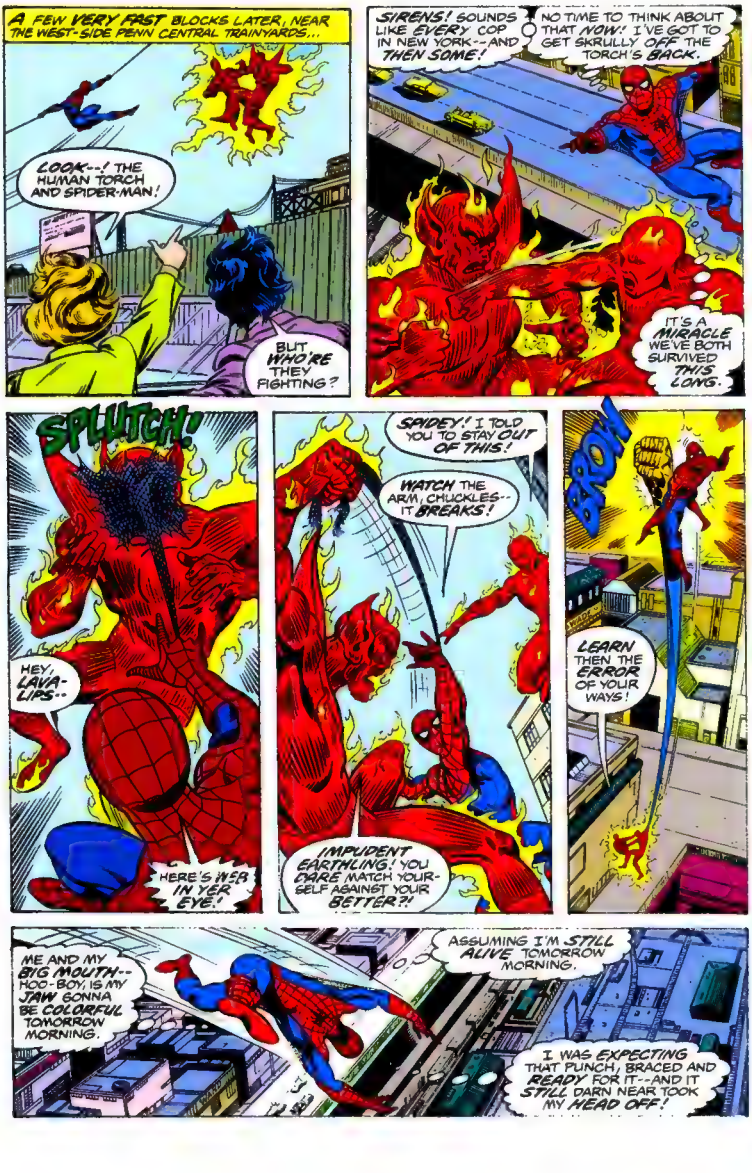
COMMANDED BY CAPTAIN JEAN DeWOLFF.
SUBJECT TO THE FINDINGS OF THE BELLEVUE SHRINKS.
AND THAT JUST ABOUT WRAPS THE "EQUINOX" CASE UP.
THANK GOD.
CAN'T HELP FEELING SORRY FOR THE BOY, THOUGH.

THE EVIDENCE SEEMS TO INDICATE THAT TERRY SORENSON WAS INSANE AS EQUINOX--BUT THAT'S THE COURT'S PROBLEM, NOT OURS.
AM I... BUSHED! LET'S CALL IT A NIGHT.
BUY YOU BREAKFAST, LT. SCARFE?
CAPTAIN DeWOLFF!

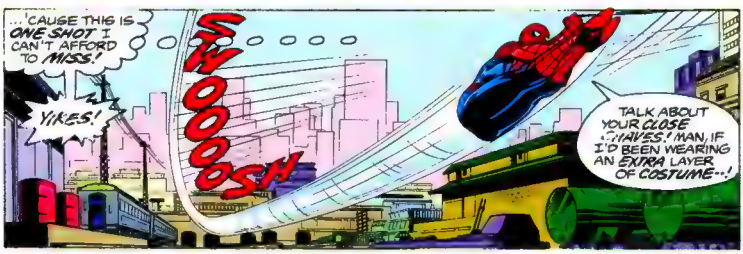
WHAT IS IT, MALLOY?
TROUBLE AT THE BAXTER BUILDING, CAP'N--SOME KINDA FIGHT.
IT'S AN ALL POINTS, SKIPPER! CODE 3.!

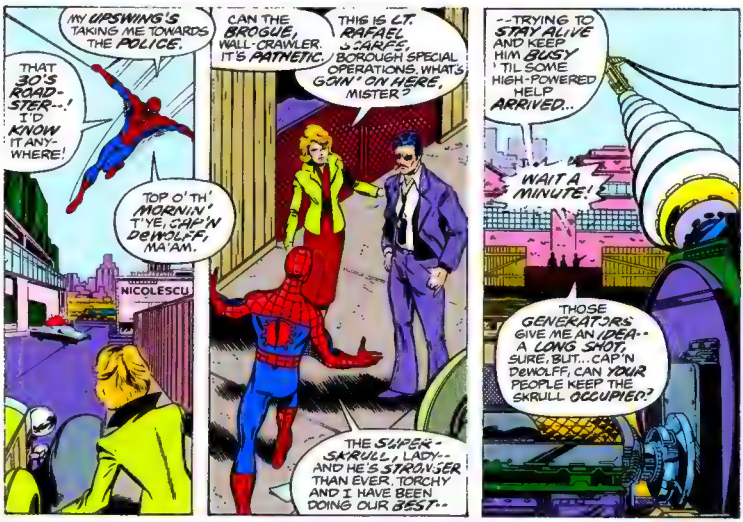

SO MUCH FOR BREAKFAST.
LET'S MOVE, LIEUTENANT. WHERE THE FF ARE CONCERNED, THIS COULD BE ANYTHING FROM A FAMILY SQUABBLE TO THE FIFTH COMING OF GALACTUS--
--AS IF LIFE IN THE BIG APPLE WASN'T ROUGH ENOUGH ALREADY!


...SINCE THE MAJOR ACTION IS IN YOUR PRECINCT, DeWOLFF, THE COMMISSIONER'S GIVING YOU TACTICAL COMMAND.
HOW ABOUT GIVING ME SOME HELP, CENTRAL? LIKE KRIS KEATING'S HOTSHOT SWAT GOONS!
THEY'RE... UNAVAILABLE.
BEAUTIFUL.


A FEW VERY FAST BLOCKS LATER, NEAR THE WEST-SIDE PENN CENTRAL TRAINYARDS...
LOOK--! THE HUMAN TORCH AND SPIDER-MAN!
BUT WHO'RE THEY FIGHTING?
SIRENS! SOUNDS LIKE EVERY COP IN NEW YORK--AND THEN SOME!
NO TIME TO THINK ABOUT THAT NOW! I'VE GOT TO GET SKRULLY OFF THE TORCH'S BACK.
IT'S A MIRACLE WE'VE BOTH SURVIVED THIS LONG.
SPLUTCH!
HEY, LAVA-LIPS--
HERE'S WEB IN YER EYE!
SPIDEY! I TOLD YOU TO STAY OUT OF THIS!
WATCH THE ARM, CHUCKLES--IT BREAKS!
IMPUDENT EARTHLING! YOU DARE MATCH YOURSELF AGAINST YOUR BETTER?!
BROOM!
LEARN THEN THE ERROR OF YOUR WAYS!
ME AND MY BIG MOUTH--HOO-BOY, IS MY JAW GONNA BE COLORFUL TOMORROW MORNING.
ASSUMING I'M STILL ALIVE TOMORROW MORNING.
I WAS EXPECTING THAT PUNCH, BRACED AND READY FOR IT--AND IT STILL DARN NEAR TOOK MY HEAD OFF!

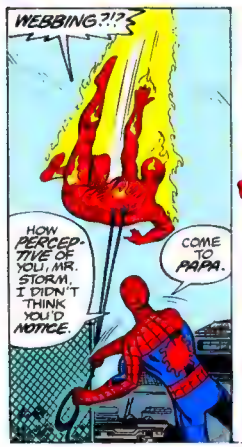
THERE HAS TO BE A BETTER WAY! TROUBLE IS, IF I EVER FOUND IT--
--I WOULDN'T FEEL LIKE YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN ANYMORE.
OKAY, I'VE TAKEN ALL THE TIME I DARE. I SURE HOPE MY HEAD'S CLEAR...


...'CAUSE THIS IS ONE SHOT I CAN'T AFFORD TO MISS!
YIKES!
WOOOOSH
TALK ABOUT YOUR CLOSE SHAVES! MAN, IF I'D BEEN WEARING AN EXTRA LAYER OF COSTUME--!


MY UPSWING'S TAKING ME TOWARDS THE POLICE.
THAT 30'S ROADSTER--! I'D KNOW IT ANYWHERE!
TOP O' TH' MORNIN' T'YE, CAP'N DEWOLFF, MA'AM.
NICOLESCU
CAN THE BROGUE, WALL-CRAWLER. IT'S PATHETIC.
THIS IS LT. RAFAEL SARFF, BOROUGH SPECIAL OPERATIONS. WHAT'S GOIN' ON HERE, MISTER?
THE SUPER-SKRULL, LADY-- AND HE'S STRONGER THAN EVER. TORCHY AND I HAVE BEEN DOING OUR BEST--
--TRYING TO STAY ALIVE AND KEEP HIM BUSY 'TIL SOME HIGH-POWERED HELP ARRIVED..
WAIT A MINUTE!
THOSE GENERATORS GIVE ME AN IDEA-- A LONG SHOT, SURE, BUT... CAP'N DEWOLFF, CAN YOUR PEOPLE KEEP THE SKRULL OCCUPIED?

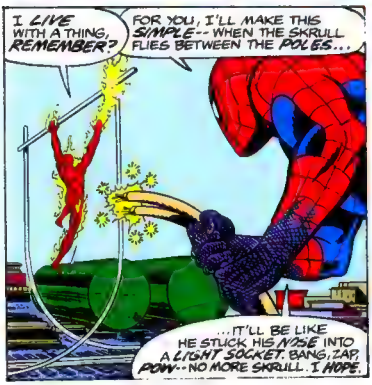
WE CAN TRY, MISTER. AFTER ALL, THAT'S WHAT WE'RE PAID FOR.
THANKS.
HEY, SKIPPER, I KNOW REED RICHARDS DESIGNED THESE BLASTERS, BUT--
BELT UP, RYAN. YOU WANNA LIVE FOREVER?! C'MON, LET'S GET TO WORK.

OPEN FIRE!!
NICE TRY, TROOPS--BUT EVEN REED'S BLASTERS AREN'T GONNA DO MORE THAN TICKLE THE CREEP.
HEY--!!
ZRAK!
TH WART!

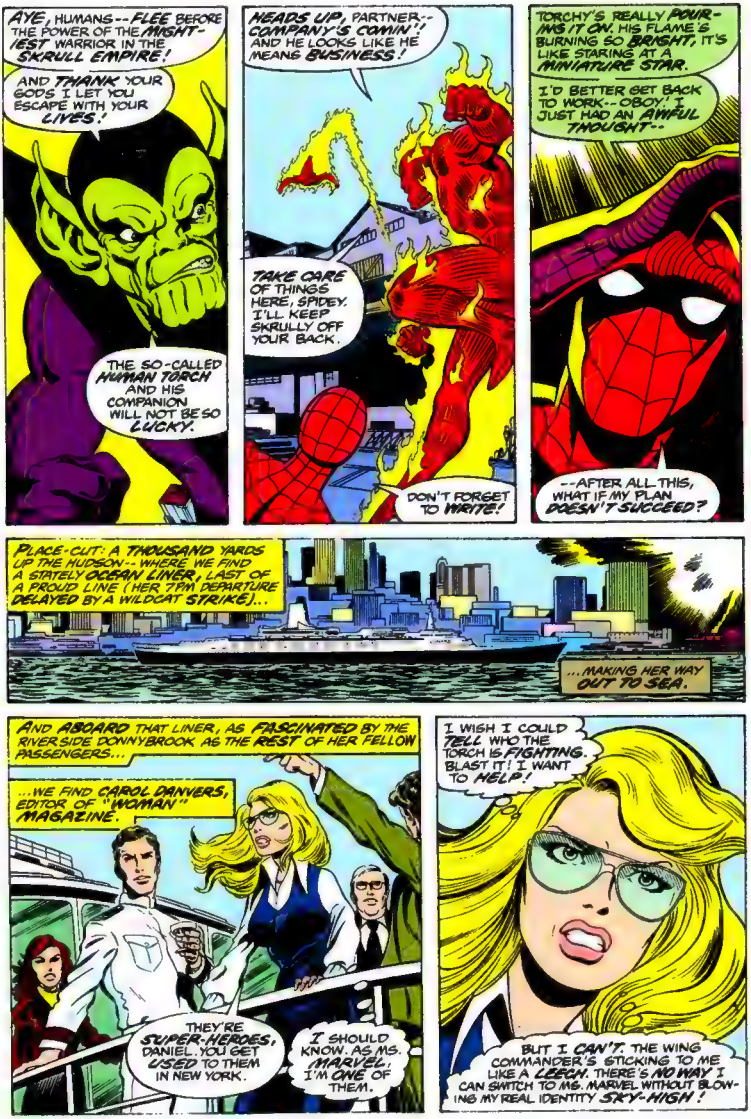

WEBBING?!?
HOW PERCEPTIVE OF YOU, MR. STORM. I DIDN'T THINK YOU'D NOTICE.
COME TO PAPA.

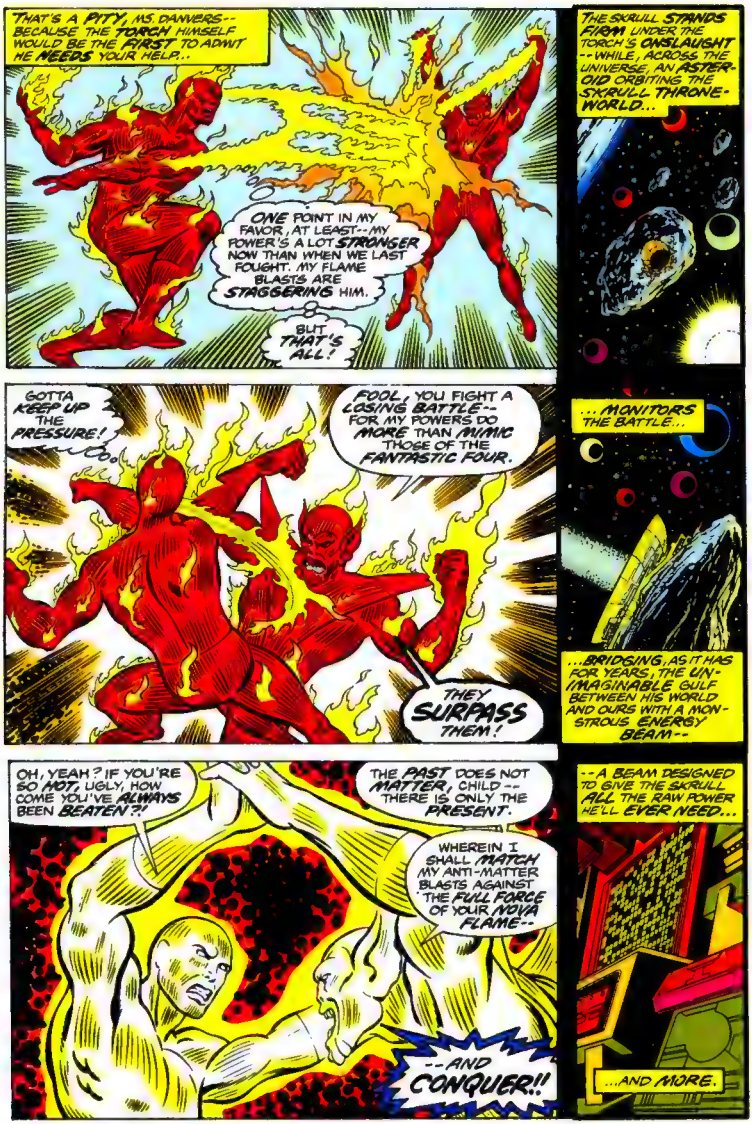
I'LL "PAPA" YOU, LUNKHEAD! WHAT IS THE BIG IDEA?! I'VE GOT--
--MORE IMPORTANT THINGS TO DO! FOLLOW ME.

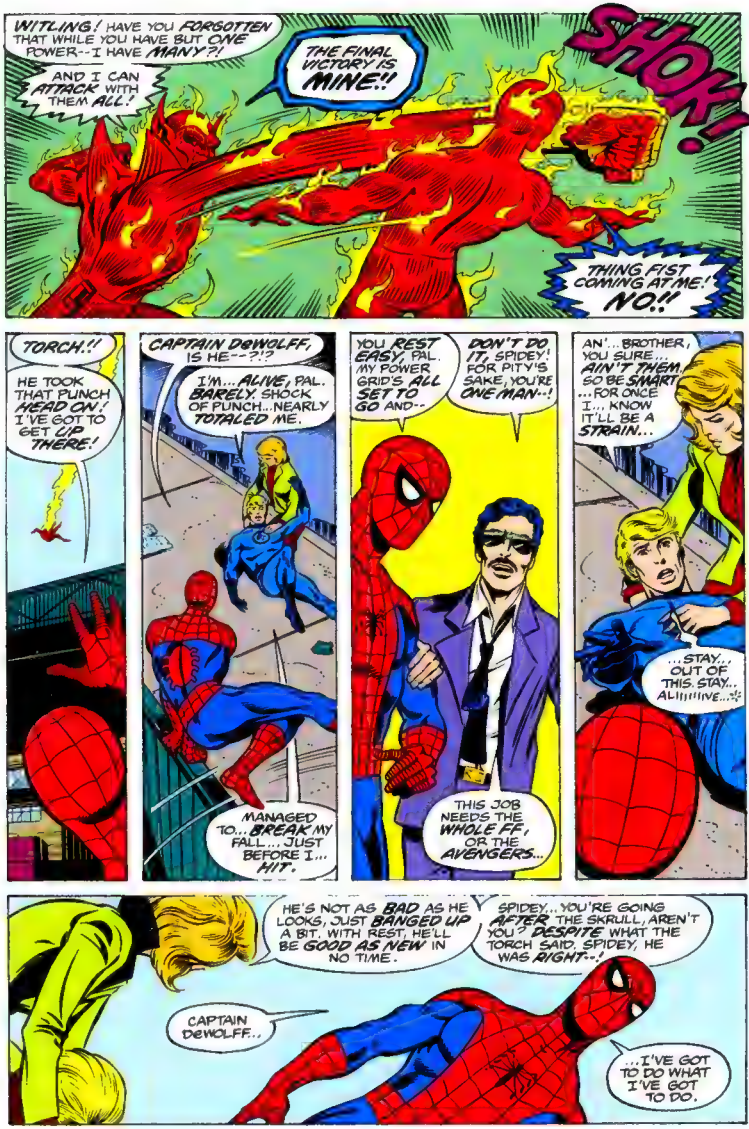
A FEW MINUTES LATER...
THIS IS CRAZY. THOSE COPS ARE GETTING MAULED, AND WE'RE DOWN HERE TYIN' RAILS INTO KNOTS!
TRUST ME, OKAY?! MY IDEA WILL WORK--HEY, FLAME-FACE, DIDN'T YOU EVER SEE THAT OLD SF FLICK, "THE THING"?


I LIVE WITH A THING, REMEMBER?
FOR YOU, I'LL MAKE THIS SIMPLE--WHEN THE SKRULL FLIES BETWEEN THE POLES...
...IT'LL BE LIKE HE STUCK HIS NOSE INTO A LIGHT SOCKET. BANG, ZAP, POW--NO MORE SKRULL. I HOPE.

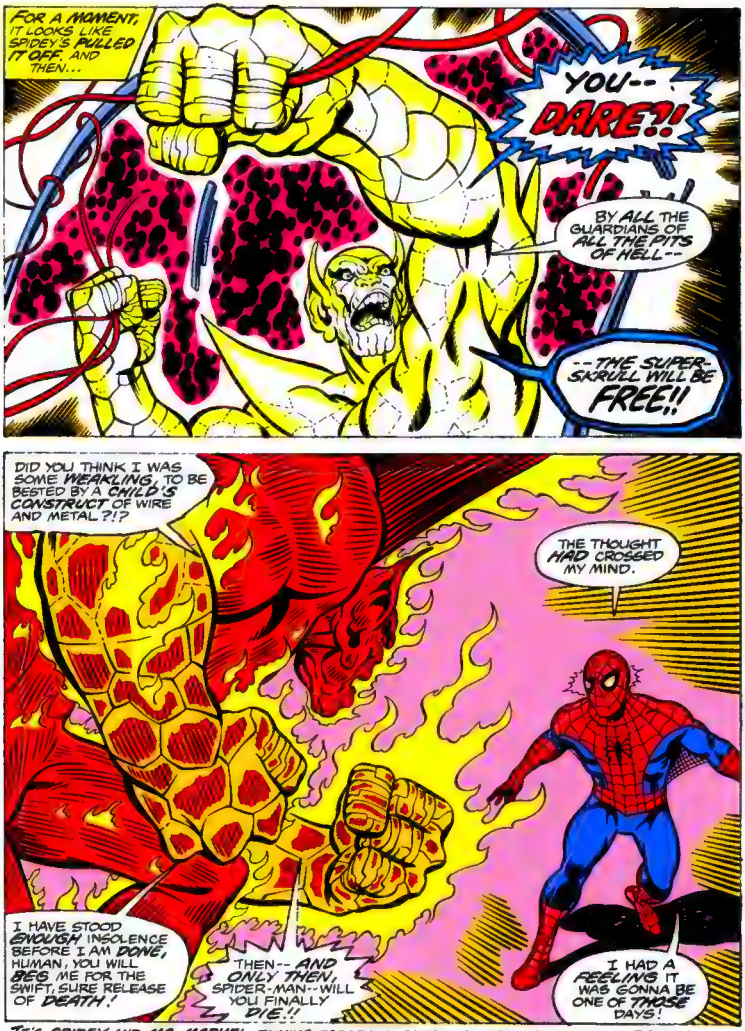
NICE IDEA, SPIDEY. QUESTION IS, HOW ARE YOU GOING TO PERSUADE THE SKRULL TO FLY INTO YOUR IMPROVISED TRAP...?
EVERYONE, FALL BACK!
WE CAN'T HOLD HIM!


AYE, HUMANS--FLEE BEFORE THE POWER OF THE MIGHTIEST WARRIOR IN THE SKRULL EMPIRE!
AND THANK YOUR GODS I LET YOU ESCAPE WITH YOUR LIVES!
THE SO-CALLED HUMAN TORCH AND HIS COMPANION WILL NOT BE SO LUCKY.
HEADS UP, PARTNER--COMPANY'S COMIN'! AND HE LOOKS LIKE HE MEANS BUSINESS!
TAKE CARE OF THINGS HERE, SPIDEY. I'LL KEEP SKRULLY OFF YOUR BACK.
DON'T FORGET TO WRITE!
TORCHY'S REALLY POURING IT ON. HIS FLAME'S BURNING SO BRIGHT, IT'S LIKE STARING AT A MINIATURE STAR.
I'D BETTER GET BACK TO WORK--OBOY! I JUST HAD AN AWFUL THOUGHT--
--AFTER ALL THIS, WHAT IF MY PLAN DOESN'T SUCCEED?
PLACE-CUT: A THOUSAND YARDS UP THE HUDSON--WHERE WE FIND A STATELY OCEAN LINER, LAST OF A PROUD LINE (HER 7PM DEPARTURE DELAYED BY A WILDCAT STRIKE)..
...MAKING HER WAY OUT TO SEA.
AND ABOARD THAT LINER, AS FASCINATED BY THE RIVER SIDE DONNYBROOK AS THE REST OF HER FELLOW PASSENGERS...
...WE FIND CAROL DANVERS, EDITOR OF "WOMAN" MAGAZINE.
THEY'RE SUPER-HEROES, DANIEL. YOU GET USED TO THEM IN NEW YORK.
I SHOULD KNOW. AS MS. MARVEL, I'M ONE OF THEM.
I WISH I COULD TELL WHO THE TORCH IS FIGHTING. BLAST IT! I WANT TO HELP!
BUT I CAN'T. THE WING COMMANDER'S STICKING TO ME LIKE A LEECH. THERE'S NO WAY I CAN SWITCH TO MS. MARVEL WITHOUT BLOWING MY REAL IDENTITY SKY-HIGH!


THAT'S A PITY, MS. DANVERS--BECAUSE THE TORCH HIMSELF WOULD BE THE FIRST TO ADMIT HE NEEDS YOUR HELP...
ONE POINT IN MY FAVOR, AT LEAST--MY POWER'S A LOT STRONGER NOW THAN WHEN WE LAST FOUGHT. MY FLAME BLASTS ARE STAGGERING HIM.
BUT THAT'S ALL!
THE SKRULL STANDS FIRM UNDER THE TORCH'S ONSLAUGHT--WHILE, ACROSS THE UNIVERSE, AN ASTEROID ORBITING THE SKRULL THRONE-WORLD...
GOTTA KEEP UP THE PRESSURE!
FOOL, YOU FIGHT A LOSING BATTLE--FOR MY POWERS DO MORE THAN MIMIC THOSE OF THE FANTASTIC FOUR.
THEY SURPASS THEM!
...MONITORS THE BATTLE...
...BRIDGING, AS IT HAS FOR YEARS, THE UN-IMAGINABLE GULF BETWEEN HIS WORLD AND OURS WITH A MONSTROUS ENERGY BEAM--
OH, YEAH? IF YOU'RE SO HOT, UGLY, HOW COME YOU'VE ALWAYS BEEN BEATEN?!
THE PAST DOES NOT MATTER, CHILD--THERE IS ONLY THE PRESENT.
WHEREIN I SHALL MATCH MY ANTI-MATTER BLASTS AGAINST THE FULL FORCE OF YOUR NOVA FLAME--
--AND CONQUER!!
--A BEAM DESIGNED TO GIVE THE SKRULL ALL THE RAW POWER HE'LL EVER NEED...
...AND MORE.


WITLING! HAVE YOU FORGOTTEN THAT WHILE YOU HAVE BUT ONE POWER--I HAVE MANY?!
AND I CAN ATTACK WITH THEM ALL!
THE FINAL VICTORY IS MINE!!
SHOK!
THING FIST COMING AT ME! NO!!
TORCH!!
HE TOOK THAT PUNCH HEAD ON! I'VE GOT TO GET UP THERE!
CAPTAIN DeWOLFF, IS HE--?!?
I'M...ALIVE, PAL. BARELY. SHOCK OF PUNCH...NEARLY TOTALED ME.
MANAGED TO...BREAK MY FALL...JUST BEFORE I...HIT.
YOU REST EASY, PAL. MY POWER GRID'S ALL SET TO GO AND--
DON'T DO IT, SPIDEY! FOR PITY'S SAKE, YOU'RE ONE MAN--!
THIS JOB NEEDS THE WHOLE FF, OR THE AVENGERS...
AN'...BROTHER, YOU SURE...AIN'T THEM SO BE SMART ...FOR ONCE I...KNOW IT'LL BE A STRAIN...
...STAY...OUT OF THIS. STAY...ALIIIIIVE...!
HE'S NOT AS BAD AS HE LOOKS, JUST BANGED UP A BIT. WITH REST, HE'LL BE GOOD AS NEW IN NO TIME.
SPIDEY...YOU'RE GOING AFTER THE SKRULL, AREN'T YOU? DESPITE WHAT THE TORCH SAID, SPIDEY, HE WAS RIGHT--!
CAPTAIN DeWOLFF...
...I'VE GOT TO DO WHAT I'VE GOT TO DO.

THERE!
THIS SENSOR I JURY-RIGGED IN REED RICHARDS' LABORATORY HAS NOT FAILED ME. THE PRIZE I SEEK IS ABOARD THAT AQUATIC VESSEL.
A FEW MOMENTS MORE, AND IT WILL BE MINE!
THWIP
NOT IF I CAN HELP IT, BUNKIE!
=!?!=
YOU WANT YOUR TOY BACK, YOU REFUGEE FROM THE MUPPETS' MONSTER LINE-UP!
--YOU'LL HAVE TO TAKE IT!
THAT I SHALL ENJOY DOING, HUMAN WORM--
--FROM YOUR CRUSHED AND BROKEN BODY!
TALK IS CHEAP, DUMBO.
THAT'S THE SPIRIT, SKRULLY. ALL YOU HAVE TO DO IS FOLLOW MY LEAD...
...WHILE ALL I HAVE TO DO IS THROW THIS SWITCH!
CLAK!
"AND LET NATURE TAKE ITS COURSE.
YA
P
"HEY--IT WORKED!"


FOR A MOMENT, IT LOOKS LIKE SPIDEY'S PULLED IT OFF. AND THEN...
YOU-- DARE?!
BY ALL THE GUARDIANS OF ALL THE PITS OF HELL--
--THE SUPER-SKRULL WILL BE FREE!!
DID YOU THINK I WAS SOME WEAKLING, TO BE BESTED BY A CHILD'S CONSTRUCT OF WIRE AND METAL?!?
THE THOUGHT HAD CROSSED MY MIND.
I HAVE STOOD ENOUGH INSOLENCE BEFORE I AM DONE, HUMAN, YOU WILL BEG ME FOR THE SWIFT, SURE RELEASE OF DEATH.!
THEN-- AND ONLY THEN, SPIDER-MAN-- WILL YOU FINALLY DIE!!
I HAD A FEELING IT WAS GONNA BE ONE OF THOSE DAYS!

IT'S SPIDEY AND MS. MARVEL JOINING FORCES TO FACE THE SUPER-SKRULL IN A BATTLE ROYAL THAT RANGES FROM THE PENN CENTRAL RAIL YARDS TO THE STATUE OF LIBERTY-- BUILDING TO THE SURPRISE ENDING OF THE YEAR. BE HERE IN 30 DAYS FOR...

ALL THIS, AND THE QE 2!

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MARVEL TEAM-UP™
FEATURING
SPIDER-MAN®
AND
Ms. MARVEL™
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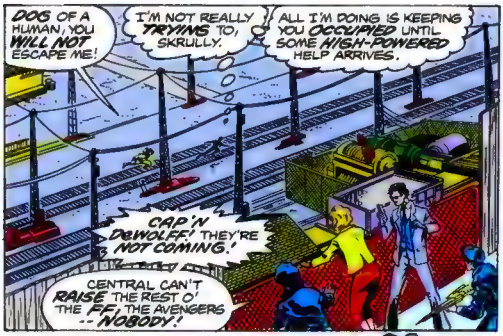
HAVOC
ABOARD THE QUEEN ELIZABETH II!
HE'S GOT ALL THE POWERS OF THE FANTASTIC FOUR— AND MORE!
SHOWDOWN WITH THE SUPER-SKRULL!

STAN LEE PRESENTS: SPIDEY AND MS. MARVEL! - TOGETHER! TM

CHRIS CLAREMONT / AUTHOR | JOHN BYRNE / ARTIST | DAVE HUNT / INKER | J. COSTANZA, LETTERER / DAVE HUNT, COLORIST | ARCHIE GOODWIN / EDITOR

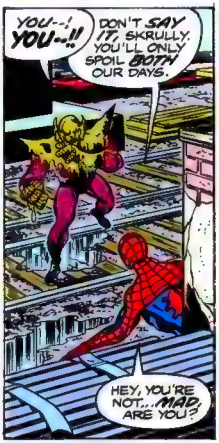
ALL THIS and the QE2
6750
EVER HAVE ONE OF THOSE DAYS? WELL, SPIDEY'S BEEN HAVING ONE SINCE LAST ISH!-- WHEN HE FOUND HIMSELF IN DEADLY CONFLICT WITH THIS GENTLEMAN...
YOUR PUNY MACHINES CANNOT HIDE YOU FROM THE SUPER-SKRULL, HUMAN-- NOR CAN YOUR SO-CALLED POWERS SAVE YOU FROM MY WRATH!
WHEN I GET MY HANDS ON YOU, SPIDER-MAN--
THOOM!
--I--WILL-- KILL-- YOU!!
AW, SKRULLY, I BET YOU SAY THAT TO ALL THE GUYS!


DOG OF A HUMAN, YOU WILL NOT ESCAPE ME!
I'M NOT REALLY TRYING TO, SKRULLY.
ALL I'M DOING IS KEEPING YOU OCCUPIED UNTIL SOME HIGH-POWERED HELP ARRIVES.
CAP'N DeWOLFF! THEY'RE NOT COMING!
CENTRAL CAN'T RAISE THE REST O' THE FF, THE AVENGERS -- NOBODY!

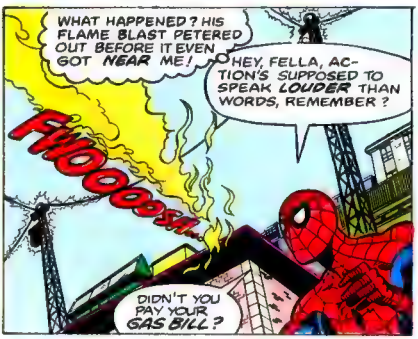
OH, NO! SPIDEY'S ON HIS OWN DOWN THERE AND DOESN'T EVEN KNOW IT.
HE'S AS GOOD AS DEAD.

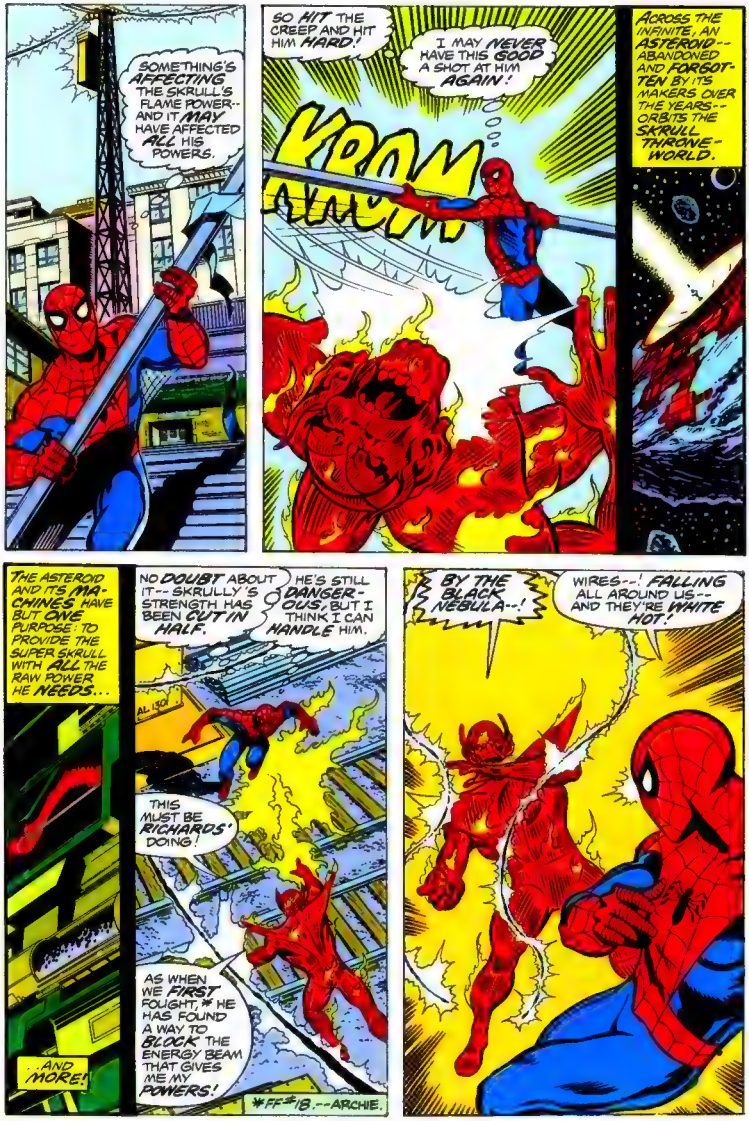
THE CAVALRY BETTER ARRIVE SOON. I CAN'T KEEP UP THIS PACE MUCH LONGER.
BONG!

GLOPP!
FOOL! DO YOU THINK A MERE CANNISTER CAN HARM--
AARRGH!

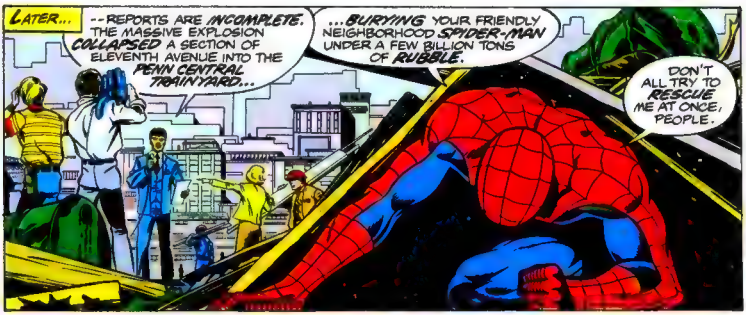

YOU--! YOU--!!
DON'T SAY IT, SKRULLY. YOU'LL ONLY SPOIL BOTH OUR DAYS.
HEY, YOU'RE NOT...MAD, ARE YOU?

MY ANGER IS BEYOND WORDS, HUMAN!
LET MY ACTIONS SPEAK FOR ME!

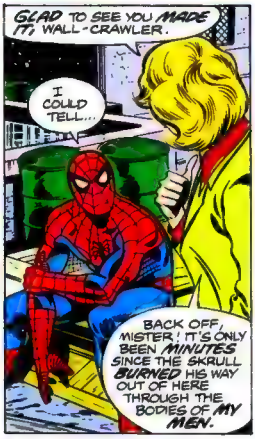

WHAT HAPPENED? HIS FLAME BLAST PETERED OUT BEFORE IT EVEN GOT NEAR ME!
HEY, FELLA, ACTION'S SUPPOSED TO SPEAK LOUDER THAN WORDS, REMEMBER?
FWOOOSH...
DIDN'T YOU PAY YOUR GAS BILL?


SOMETHING'S AFFECTING THE SKRULL'S FLAME POWER--AND IT MAY HAVE AFFECTED ALL HIS POWERS.
SO HIT THE CREEP AND HIT HIM HARD!
I MAY NEVER HAVE THIS GOOD A SHOT AT HIM AGAIN!
KRAM
ACROSS THE INFINITE, AN ASTEROID--ABANDONED AND FORGOTTEN BY ITS MAKERS OVER THE YEARS--ORBITS THE SKRULL THRONE-WORLD.
THE ASTEROID AND ITS MACHINES HAVE BUT ONE PURPOSE: TO PROVIDE THE SUPER SKRULL WITH ALL THE RAW POWER HE NEEDS...
...AND MORE!
NO DOUBT ABOUT IT--SKRULL'S STRENGTH HAS BEEN CUT IN HALF.
HE'S STILL DANGEROUS, BUT I THINK I CAN HANDLE HIM.
AL. '90
THIS MUST BE RICHARDS' DOING!
AS WHEN WE FIRST FOUGHT,* HE HAS FOUND A WAY TO BLOCK THE ENERGY BEAM THAT GIVES ME MY POWERS!
*FF #18.--ARCHIE.
BY THE BLACK NEBULA--!
WIRES--! FALLING ALL AROUND US--AND THEY'RE WHITE HOT!

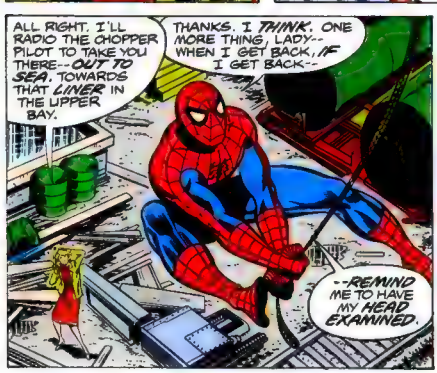
SPIDEY LOOKS UP, AND FOR ONCE, HE CAN'T EVEN CRACK A JOKE. ABOVE HIS HEAD, A SQUARE MILE OF POWER GRID GLOWS WITH ELDRITCH FIRE...
...WHILE ABOVE THE ELECTRIC CABLES, A BEAM TWENTY FEET WIDE AND BRIGHTER THAN THE SUN IS SUDDENLY VISIBLE, SLICING DOWN THROUGH THE ATMOSPHERE...
MY... GOD.
IS...THAT THE BEAM THAT GIVES SKRULLY HIS FF POWERS---? FROM HIS THRONEWORLD?!? CRIPES, THE ENERGY NEEDED TO PULL THAT OFF...
SOMEHOW... THE OWEHEAD WIRE GRID HAS SET UP AN INTERFERENCE FIELD BETWEEN THE BEAM...
"...AND THE SUPER-SKRULL!"
SO...IT IS NOT A WEAPON OR AN ATTACK AT ALL, ONLY AN ACCIDENT. BUT EVEN SO, ONE THAT WILL COST ME DEARLY...
...IF I LET IT.
ZRAK!
THAT GENERATOR--! THE SKRULL BEAM IS ALREADY PUSHING IT WAY BEYOND ITS SAFETY LIMITS...
IF SKRULLY BLASTS IT--!
BOOM!


LATER...
--REPORTS ARE INCOMPLETE. THE MASSIVE EXPLOSION COLLAPSED A SECTION OF ELEVENTH AVENUE INTO THE PENN CENTRAL TRAINYARD...
...BURYING YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN UNDER A FEW BILLION TONS OF RUBBLE.
DON'T ALL TRY TO RESCUE ME AT ONCE, PEOPLE.

I OUGHT TO BE THANKFUL FOR SMALL FAVORS, THOUGH. SKRULLY MUST'VE FIGURED THE EXPLOSION DID ME IN. I ALMOST WISH IT HAD.
SPIDER-MAN?
HOW CAN A BODY HURT SO MUCH AND STILL BE ALIVE?


GLAD TO SEE YOU MADE IT, WALL-CRAWLER.
I COULD TELL...
BACK OFF, MISTER! IT'S ONLY BEEN MINUTES SINCE THE SKRULL BURROWED HIS WAY OUT OF HERE THROUGH THE BODIES OF MY MEN.

SORRY. I GUESS THAT MEANS I'VE STILL GOT WORK TO DO.
THWIP!
HOW ABOUT A FREE RIDE TO THE WAR ZONE?


ALL RIGHT. I'LL RADIO THE CHOPPER PILOT TO TAKE YOU THERE--OUT TO SEA. TOWARDS THAT LINER IN THE UPPER BAY.
THANKS. I THINK. ONE MORE THING, LADY-- WHEN I GET BACK, IF I GET BACK--
--REMIND ME TO HAVE MY HEAD EXAMINED.

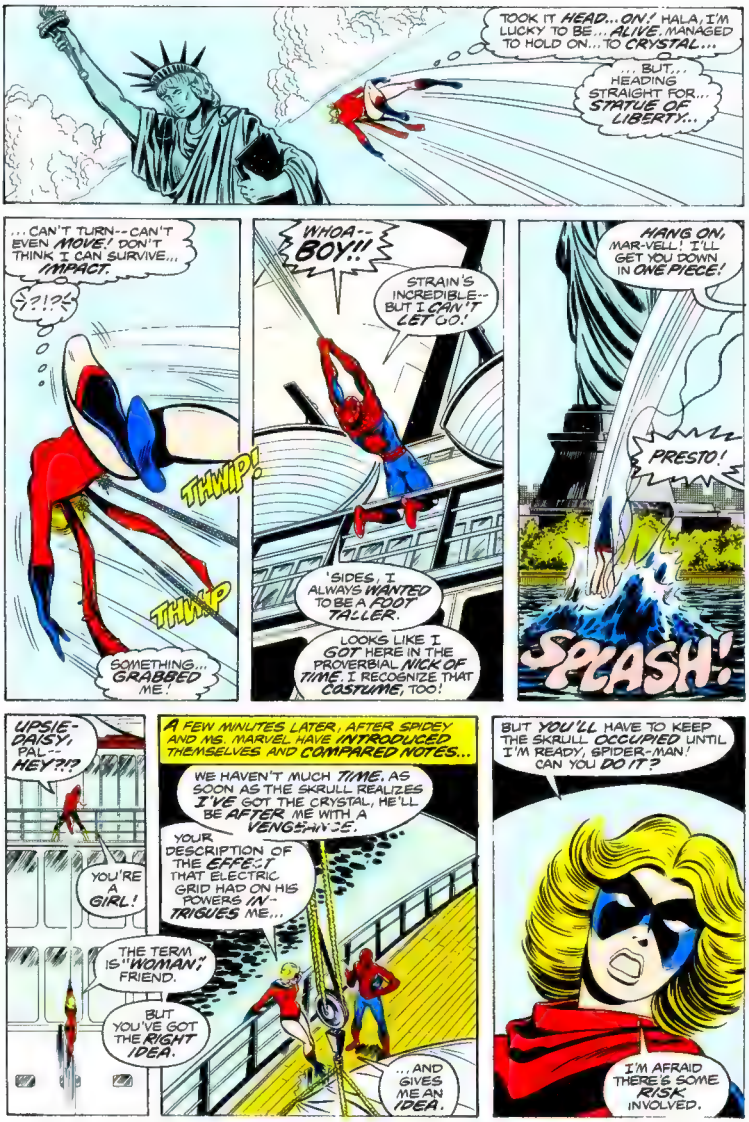
SURE THING, FRIEND.
AND SPIDEY--THIS IS ONE I OWE YOU.

TRANSITION: ABOUT FIVE MILES DOWN THE HARBOR AND AS MANY MINUTES BACK IN TIME--
...WHERE WE FIND A PROUD SHIP OF BRITISH REGISTRY, LATEST IN A LINE OF NOBLE VESSELS--
--OFF ON A TEN-DAY CARIBBEAN CRUISE. AND AMONG HER PASSENGERS IS CAROL DANVERS, EDITOR OF "WOMAN" MAGAZINE, GRABBING A BRIEF, WELL-EARNED VACATION.
AT LEAST, THAT WAS THE IDEA.
CAROL, THAT FLAME--!
A MISSILE HIT THE SHIP.
NOT A MISSILE, DANIEL-- A MAN!
AND NO LIGHT-WEIGHT, EITHER. TAKE A LOOK!
HE PUNCHED THROUGH THE HULL AS IF IT WAS MADE OF CARDBOARD.
AND JUST INSIDE THAT HULL IN A TOURIST CABIN ASSIGNED TO JOSIAH RUBIN--A MADISON AVENUE ANTIQUE DEALER--AND HIS WIFE...
MY ENTRANCE RENDERED THESE HUMANS UNCONSCIOUS.
NO MATTER. MY TRI-SCANNER HAS LED ME TO THE PRIZE I SEEK, WITH THE STRONGEST READINGS I'VE EVER SEEN.
LED ME TO THIS CLAY FIGURINE.
WHAT I SEEK...
...MUST BE HIDDEN INSIDE.
YES!!
THE CRYSTAL IS MINE! AND WITH IT-- THE STARS!

FOR THIS TINY GEM IS THE BASIC POWER CATALYST OF A MATTER/ANTI-MATTER STAR DRIVE. NOW THAT I POSSESS IT, I CAN CONSTRUCT A STARSHIP.
AND WHEN I LEAVE, I SHALL DESTROY THIS MUD-BALL EARTH AND ALL WHO LIVE UPON IT! ONCE MORE I SHALL RETURN TO THE HOME-WORLD IN TRIUMPH!
MANAGED TO GIVE DANIEL THE SLIP...
HALA! THAT'S THE SUPER SKRULL.
BY THE SEVEN MOONS, THAT LIGHT--!
DO THE HUMANS STILL WISH TO DO BATTLE?!
NOT HUMANS, SKRULL--JUST ONE HUMAN!
AND HER NAME IS-- MS. MARVEL!
KRAKOW!

I DO NOT UNDERSTAND. YOU CALL YOURSELF "HUMAN"...
...YET YOU WEAR THE UNIFORM OF THE CURSED KREE!
A UNIFORM PATTERNED AFTER THAT OF THE THRICE-DAMNED CAPTAIN MARVEL!
WE HAVE A... LOT IN COMMON.
WATCH IT-- UNNNGNH!
BOK!
NOT THE LEAST OF WHICH--
--IS A SOUL-DEEP HATRED FOR SKRULLS!
SHBOW!
OH, MY!
HALA! EMOTIONS CLOUDING MY MIND, WON'T LET ME THINK STRAIGHT- OW!!
WHAM!
YOU SHOULD HAVE BETTER LEARNED YOUR PLACE, WOMAN!
EVEN THE WEAKEST SKRULL WARRIOR IS MORE THAN A MATCH FOR SUCH AS YOU!
FIRST ROUND TO HIM, THAT'S FOR SURE.
AT LEAST THAT LAST PUNCH CLEARED MY HEAD. WHATEVER MY KREE HERITAGE IS, IT DEFINITELY HAS ITS DRAWBACKS.
NEVER FELT SUCH... HATRED!

SHOK!
CAN'T WORRY ABOUT THAT THOUGH. I HAVE MY HANDS FULL JUST STAYING ALIVE.
IT MAKES SENSE THAT THE SKRULL IS MOST VULNERABLE MIMICKING MR. FANTASTIC-- THAT'S WHEN I'VE GOT TO LET HIM HAVE IT!
HIT HIM, THEN HIT HIM AGAIN! STAY OUT OF REACH OF HIS "THING" HANDS-- AND DON'T GIVE HIM A MOMENT'S GRACE!
THAM!
UNFORTUNATELY..
WAIT! AS I HIT HIM, SOMETHING FELL.
BY THE GREAT PAMA--!
--A CAVOURITE CRYSTAL!
IT'S LIKE THE ONE NASA'S EXPERIMENTING ON, BUT WHERE THEIR CRYSTAL IS CRUDE-- THIS IS REFINED, PERFECT.
WHAT THE SKRULL COULD DO WITH THE AWESOME POWER IN THIS--
THE SKRULL! I'D FORGOTTEN ALL ABOUT--!
A BAD MISTAKE, MS. MARVEL. AND IN YOUR CASE...
SPLOW!
...POSSIBLY A FATAL ONE.


TOOK IT HEAD...ON! HALA, I'M LUCKY TO BE...ALIVE, MANAGED TO HOLD ON...TO CRYSTAL...
BUT... HEADING STRAIGHT FOR... STATUE OF LIBERTY...
...CAN'T TURN--CAN'T EVEN MOVE! DON'T THINK I CAN SURVIVE... IMPACT.
S?!?S
THWIP!
THWIP
SOMETHING... GRABBED ME!
WHOA-- BOY!!
STRAIN'S INCREDIBLE-- BUT I CAN'T LET GO!
'SIDES, I ALWAYS WANTED TO BE A FOOT TALLER.
LOOKS LIKE I GOT HERE IN THE PROVERBIAL NICK OF TIME. I RECOGNIZE THAT COSTUME, TOO!
HANG ON, MAR-VELL! I'LL GET YOU DOWN IN ONE PIECE!
PRESTO!
SPLASH!
UPSIE-DAISY, PAL -- HEY?!?
YOU'RE A GIRL!
THE TERM IS "WOMAN," FRIEND.
BUT YOU'VE GOT THE RIGHT IDEA.
A FEW MINUTES LATER, AFTER SPIDEY AND MS. MARVEL HAVE INTRODUCED THEMSELVES AND COMPARED NOTES...
WE HAVEN'T MUCH TIME. AS SOON AS THE SKRULL REALIZES I'VE GOT THE CRYSTAL, HE'LL BE AFTER ME WITH A VENGEANCE.
YOUR DESCRIPTION OF THE EFFECT THAT ELECTRIC GRID HAD ON HIS POWERS INTRIGUES ME...
...AND GIVES ME AN IDEA.
BUT YOU'LL HAVE TO KEEP THE SKRULL OCCUPIED UNTIL I'M READY, SPIDER-MAN! CAN YOU DO IT?
I'M AFRAID THERE'S SOME RISK INVOLVED.

"NO KIDDING?"
WHERE IS SHE?! WHERE IS MS. MARVEL?!?
MY TRI-SCANNER INDICATES THE CRYSTAL IS STILL ABOARD THIS SHIP--AND SO IS SHE!
BY THE BLACK NEBULA, I HAVE STOOD ENOUGH--
--FFLUGPH!
SPLAT!
HI THERE. REMEMBER ME?
SPIDER-MAN.
I SHOULD HAVE SLAIN YOU WHEN I HAD THE CHANCE.
HEY, SKRULLY, ANYONE EVER TELL YOU ABOUT YOUR ONE-TRACK MIND?
I GUESS NOT. BYE-NOW!
I WANT THE CRYSTAL, HUMAN!
SO COME AND GET IT!
GOOD! LIKE MS. MARVEL AND I PLANNED--SKRULLY'S FOLLOWING ME INTO THE SHIP, WHERE MY WALL-CRAWLING ABILITIES AND AGILITY...
...COUNT FOR MORE THAN HIS RAW POWER.
YEE-OWWW!
BETTER GET THE LEAD OUT! THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

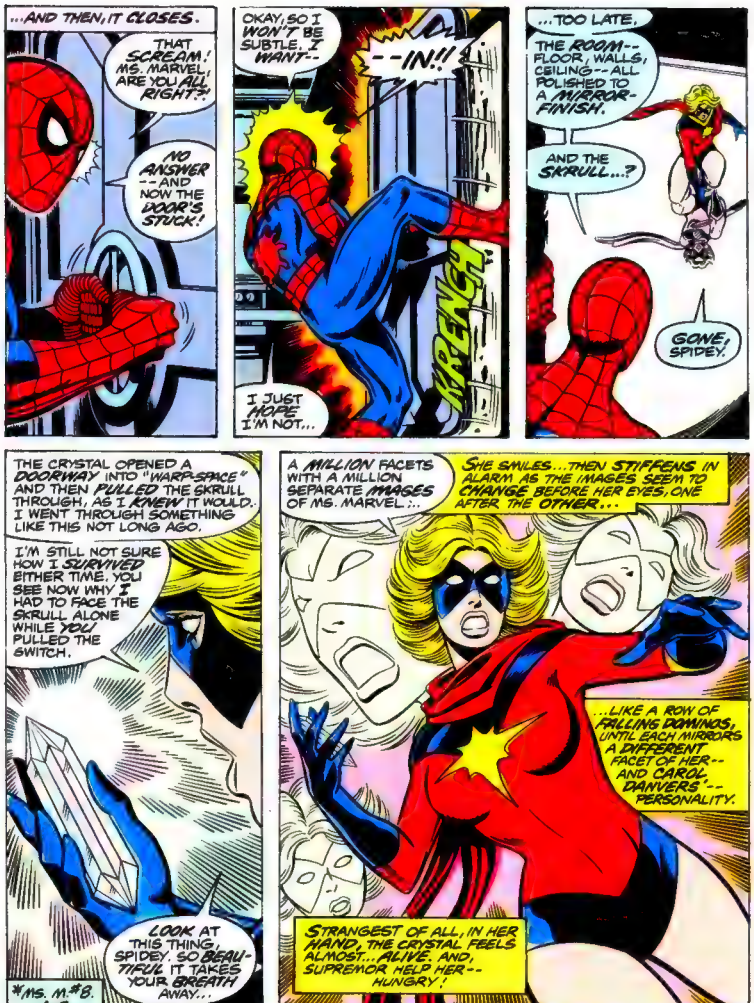
MEANWHILE, ON THE MAIN DECK...
FROM THE SOUNDS OF THINGS, SPIDEY'S LEADING THE SKRULL A MERRY CHASE.
THE DEEPER INTO THE SHIP THEY GO, THE LESS CHANCE THERE IS OF INNOCENT PASSENGERS BEING HURT.
THEN AGAIN, WE'RE ASSUMING THE SKRULL WON'T RISK LOSING HIS CRYSTAL IN THE ATLANTIC BY SIMPLY BLASTING THE SHIP APART AROUND US.
A CALCULATED RISK, BUT THAT'S WHAT WAR IS ALL ABOUT.
AND MAKE NO MISTAKE-- LIKE IT OR NOT, THIS IS WAR.
HOPEFULLY, THIS GRID I'M WEAVING WILL DUPLICATE WHAT HAPPENED IN THE TRAIN YARDS ON A MUCH LARGER--YET MORE CONCENTRATED-- SCALE.
WITH THE SEEMINGLY LIMITLESS POWER OF THAT BROADCAST BEAM BEHIND HIM, THE SKRULL IS MORE THAN A MATCH FOR ANY LONE SUPER-HERO...
OUR BEST BET IS TO TRY TO JAM THE BEAM, CUTTING THE SKRULL'S POWER BACK TO A LEVEL SPIDEY AND I CAN HANDLE.
IT WON'T BE EASY. EVEN THOUGH I'LL BE RUNNING THE FULL POWER OF THE SHIP'S GENERATORS THROUGH THE GRID, A BEAM CAPABLE OF SPANNING INTER-GALACTIC SPACE WON'T BE HELD BACK FOR LONG.
OF COURSE, IF THE AVENGERS WERE TO SHOW UP IN THE NEXT FEW MINUTES, LIFE WOULD BE MARVELOUS.
YOU! YOUNG WOMAN! WHAT ARE YOU DOING TO MY SHIP?!
BRIEFLY, CAPTAIN, SPIDER-MAN AND I ARE TRYING TO STOP ONE OF THE DEADLIEST MENACES OUR WORLD HAS EVER KNOWN.
AND IF I HAVE TO SACRIFICE MY LIFE, SPIDEY'S LIFE, YOUR SHIP AND YOUR PASSENGERS TO STOP THE SKRULL, CAPTAIN--
--I'LL DO IT!

HO-HUM. ANOTHER DAY, ANOTHER SEWER.
SHEESH! WHOEVER WROTE ABOUT THE "ROMANCE" OF THE SEA, I'LL BET HE NEVER WADED THROUGH A LINER'S BILGES.
I'LL NEVER GET THIS STENCH OFF ME!
AND TO THINK, FOR THIS I'M MISSING MONDAY CHEM-LAB! UH-OH!
I HAVE A FEELING I'M NOT ALONE DOWN HERE.
HANDS--! GROPING FOR ME! I GUESS SKRULLY DIDN'T WANT TO GET HIS FEET DIRTY.
CAN'T OUTRUN 'EM... BUT SINCE THE SKRULL CAN'T SEE ME, WHY TRY?
RRRAK
I'LL JUST TEAR LOOSE THIS HANDY BEAM!
GOT TO WAIT 'TIL THE LAST INSTANT. IF I MISS, AND THOSE HANDS GET AHOLD OF ME...
THAT'S THE SPIRIT, BIG EARS. CLOSER... CLOSER... CLOSER!
AARRGH!
KLANG!
WHEREVER YOU ARE, DUMBO, I HOPE IT HURTS.
WELL, I MADE IT TO THE SHIP'S CAR PARK CHECK, MS. MARVEL, LIKE WE AGREED.
IN ONE PIECE, TOO. I'VE DONE THE BEST I CAN, LADY. IF YOU'RE NOT READY...

THE GAME IS ENDED, HUMAN INSECT!
FASSH!
"ARACHNID," IF YOU PLEASE. WE SPIDER-TYPES ARE SENSITIVE SOULS.
WON'T YOU STEP INTO MY PARLOR--? AND GET A BIG SURPRISE.
WE MEET AGAIN, SKRULL. FOR THE LAST TIME.
I HAVE YOUR PRECIOUS CRYSTAL.
THEN I SHALL TAKE IT FROM YOUR CORPSE.
WOMAN, IF YOU THINK TO TRAP ME HERE, YOU ARE A FOOL!
OF ALL YOU HUMANS, ONLY REED RICHARDS HAD THE GENIUS TO OVERCOME MY POWERS--AND MUCH HAS CHANGED SINCE THEN.
YOU ARE BUT A LONE WOMAN MASQUERADING AS A WARRIOR! LOOK! EVEN YOUR COMPANION DESERTS YOU.
AND YOU DARE THINK YOU CAN DEFEAT THE SUPER SKRULL?!?
NO! I--I CAN'T GO THROUGH WITH THIS, MS. M! YOU NEED MY HELP! I'M STAYING!
I NEED YOU TO DO AS YOU'RE TOLD!
GET OUT OF HERE, SPIDEY! SEAL THE HATCH BEHIND YOU--
--AND THROW THE SWITCH!
IT'S... DONE, LADY.
I ONLY PRAY YOU KNOW WHAT YOU'RE DOING.
ZNLAK!

IN THAT INSTANT, ALL THE LINER'S LIGHTS GO OUT, THE GREAT SHIP GOING DEAD IN THE WATER AS ALL THE POWER OF HER ENGINES, HER ELECTRIC GENERATORS--
--IS CHANNELED INTO THE GRID PATTERN LAID OUT ABOVE HER DECK.
A MOMENT LATER, IT'S AS IF THE SUN HAD BEEN REBORN ON EARTH.
CUNARD
I DON'T BELIEVE IT! SOME KIND OF MONSTROUS ENERGY BEAM, APPEARING OVER THE GRID...
...AND STRETCHING OUT INTO... SPACE...
WHAT--?!
MY PLAN'S WORKING!
MY GRID'S JAMMING THE BROAD-CAST BEAM. YOU'RE WEAKENING, SKRULL!
BUT I'M FAR FROM BEATEN!
KRAM
WALKED INTO THAT ONE, ALL RIGHT. I'VE A SUDDEN, BAD FEELING THIS IS GOING TO BE HARDER THAN I THOUGHT.
BUT I'M COMMITTED NOW. I'VE GOT TO KEEP THE SKRULL IN THIS HOLD 'TIL THE CRYSTAL REACHES CRITICALITY.
THIS CAR OUGHT TO SLOW HIM DOWN A BIT.
YOUR STRENGTH DOES NOT IMPRESS ME, WOMAN--

--FOR EVEN NOW, MINE IS GREATER!
BAM!
OUCH!
WE UNDER-ESTIMATED THE SKRULL'S POWER. SOMEHOW, YEARS OF EXPOSURE TO THE BROADCAST BEAM MUST HAVE TRANSFORMED--
--MOST OF HIS ARTIFICIAL POWERS INTO REAL ONES! FOR ALL MY KREE ABILITIES, I STILL CAN'T MATCH HIM! HE MAY KILL ME BEFORE WE CAN SPRING THE TRAP!
WAIT! THE CRYSTAL--WHERE SPIDEY HID IT--IT'S GLOWING!
SOME OF THE BEAM'S ENERGY IS ALREADY SLIPPING PAST THE GRID, TRIGGERING THE CRYSTAL'S WARP MATRIX--
--PRIMING THE CRYSTAL TO THROW EVERYTHING AROUND IT INTO WARP SPACE. GOOD!
ALL THE CRYSTAL NEEDS TO COMPLETE THE PROCESS IS A SUDDEN, MASSIVE INFLUX OF ENERGY...
...NAMELY, THE DAMMED-UP, NEAR-INFINITE POWER OF THE SKRULL'S BEAM--SUDDENLY RELEASED!
THOR!
YOU WANT THIS TRINKET SO BADLY, SKRULL--THEN HAVE IT!
SPIDER-MAN! CUT THE JAMMING FIELD! NOW!!
KLIKT!
WITH THE SPEED OF THOUGHT, THE BROADCAST BEAM ENVELOPS THE STARTLED SUPER-SKRULL...
...FLOODING HIM WITH MORE RAW POWER THAN HE'S EVER FELT, FLOODING THE CRYSTAL, AS WELL.
NO!
THE GEM FLARES STAR-BRIGHT, ENERGY LASHING OUT ACROSS THE HOLD, TWISTING TIME AND SPACE APART AS THE VERY FABRIC OF THE UNIVERSE IS MOMENTARILY RESHAPED.
FOR AN INSTANT, A CELESTIAL GATEWAY OPENS...


...AND THEN, IT CLOSES.
THAT SCREAM! MS. MARVEL, ARE YOU ALL RIGHT?!
NO ANSWER--AND NOW THE DOOR'S STUCK!
OKAY, SO I WON'T BE SUBTLE. I WANT--
--IN!!
KRENCH
I JUST MORE I'M NOT...
...TOO LATE.
THE ROOM--FLOOR, WALLS, CEILING--ALL POLISHED TO A MIRROR-FINISH.
AND THE SKRULL...?
GONE, SPIDEY.
THE CRYSTAL OPENED A DOORWAY INTO "WARP-SPACE" AND THEN PULLED THE SKRULL THROUGH, AS I KNEW IT WOULD. I WENT THROUGH SOMETHING LIKE THIS NOT LONG AGO.
I'M STILL NOT SURE HOW I SURVIVED EITHER TIME. YOU SEE NOW WHY I HAD TO FACE THE SKRULL ALONE WHILE YOU PULLED THE SWITCH.
LOOK AT THIS THING, SPIDEY. SO BEAUTIFUL IT TAKES YOUR BREATH AWAY...
A MILLION FACETS WITH A MILLION SEPARATE IMAGES OF MS. MARVEL...
SHE SMILES...THEN STIFFENS IN ALARM AS THE IMAGES SEEM TO CHANGE BEFORE HER EYES, ONE AFTER THE OTHER...
...LIKE A ROW OF FALLING DOMINOS, UNTIL EACH MIRRORS A DIFFERENT FACET OF HER--AND CAROL DANVERS'--PERSONALITY.
STRANGEST OF ALL, IN HER HAND, THE CRYSTAL FEELS ALMOST...ALIVE. AND SUPREMOR HELP HER--HUNGRY!
*MS. M.#8. --A.G.
NEXT ISSUE
FOR MS. MARVEL, A MYSTERY--TO BE UNRAVELLED IN HER OWN MAG. FOR SPIDEY, A SECOND MEETING WITH IRON FIST, THE LIVING WEAPON. TO BE HERE IN 30 FOR DANNY RAND'S BIRTHDAY AND, PERHAPS, THE NIGHT OF IRON FIST'S MURDER.
"NIGHT OF THE DRAGON!"

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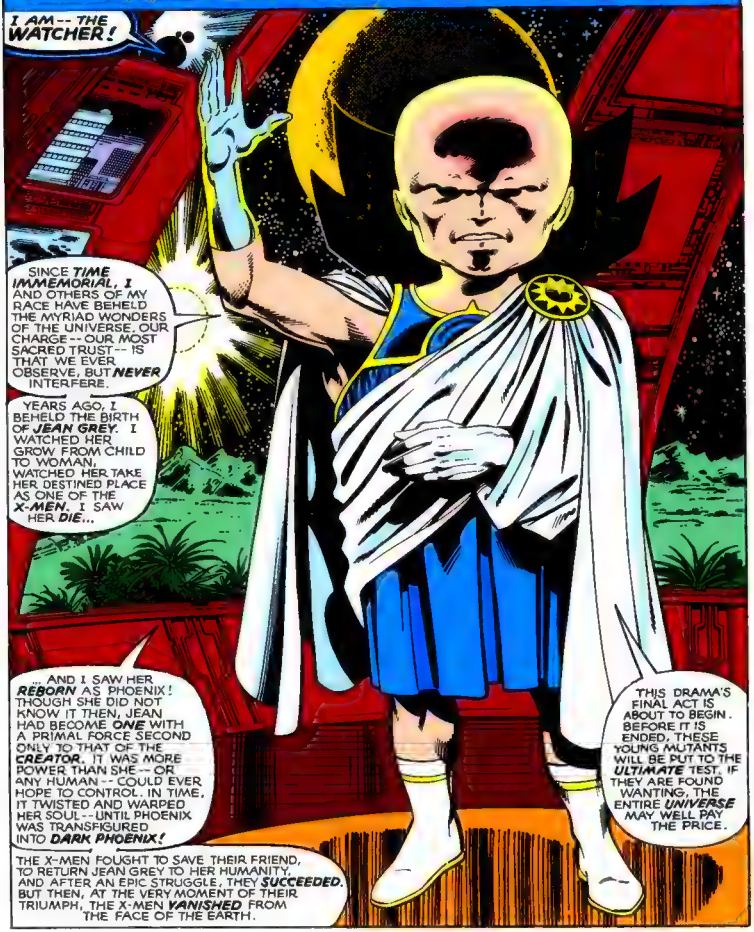
SPECIAL DOUBLE-SIZE ISSUE!
X-MEN
PHOENIX MUST DIE!

Seventeen years ago, this month, *Stan Lee* and *Jack Kirby* chronicled the first adventure of one of the strangest super hero teams ever created — and a *legend* was born! Today, *Chris Claremont*, *John Byrne* and *Terry Austin* proudly celebrate that anniversary and *reaffirm* that legend!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™


I AM-- THE WATCHER!
SINCE TIME IMMEMORIAL, I AND OTHERS OF MY RACE HAVE BEHELD THE MYRIAD WONDERS OF THE UNIVERSE. OUR CHARGE -- OUR MOST SACRED TRUST -- IS THAT WE EVER OBSERVE, BUT NEVER INTERFERE.
YEARS AGO, I BEHELD THE BIRTH OF JEAN GREY. I WATCHED HER GROW FROM CHILD TO WOMAN, WATCHED HER TAKE HER DESTINED PLACE AS ONE OF THE X-MEN. I SAW HER DIE...
... AND I SAW HER REBORN AS PHOENIX! THOUGH SHE DID NOT KNOW IT THEN, JEAN HAD BECOME ONE WITH A PRIMAL FORCE SECOND ONLY TO THAT OF THE CREATOR. IT WAS MORE POWER THAN SHE -- OR ANY HUMAN -- COULD EVER HOPE TO CONTROL. IN TIME, IT TWISTED AND WARPED HER SOUL -- UNTIL PHOENIX WAS TRANSFIGURED INTO DARK PHOENIX!
THE X-MEN FOUGHT TO SAVE THEIR FRIEND, TO RETURN JEAN GREY TO HER HUMANITY, AND AFTER AN EPIC STRUGGLE, THEY SUCCEEDED. BUT THEN, AT THE VERY MOMENT OF THEIR TRIUMPH, THE X-MEN VANISHED FROM THE FACE OF THE EARTH.
THIS DRAMA'S FINAL ACT IS ABOUT TO BEGIN. BEFORE IT IS ENDED, THESE YOUNG MUTANTS WILL BE PUT TO THE ULTIMATE TEST. IF THEY ARE FOUND WANTING, THE ENTIRE UNIVERSE MAY WELL PAY THE PRICE.

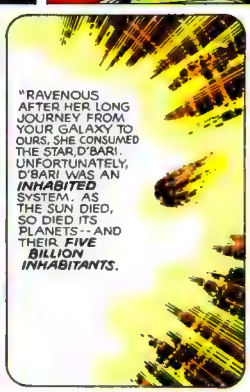
THE FATE OF THE PHOENIX!
A MOMENT AGO, THEY HAD BEEN ON EARTH.
WHAT HAPPENED?!
WHERE THE DEVIL ARE WE?!
LET ME PUT IT THIS WAY, CYKE--
--I DON'T THINK WE'RE IN KANSAS ANYMORE.
CUTE, BEAST, REAL CUTE. BUT WHO ARE THESE... PEOPLE?! WHAT DO THEY WANT WITH US?!
WE'RE SURROUNDED BY ARMED AND ARMORED WARRIORS, ANGEL, SO I DOUBT IT IS ANYTHING GOOD.
PROFESSOR XAVIER, I DO NOT UNDERSTAND. WE WERE IN THE GARDEN OF JEAN'S PARENT'S HOUSE...
AND, NOW, WE ARE ON THE CARGO DECK OF A SHI'AR IMPERIAL DREADNOUGHT. I RECOGNIZE IT. THIS IS THE FLAGSHIP OF LILANDRA'S GRAND FLEET!
AND IF IT IS HERE, THEN LILANDRA-- THE WOMAN I LOVE-- CANNOT BE FAR...!
X-MEN! HEED THE WORDS OF GLADIATOR, PRAETOR OF THE IMPERIAL GUARD!
YOU STAND IN THE PRESENCE OF LILANDRA-- MAJESTRIX SHI'AR, EMPRESS!
YOUR FATE IS IN HER HANDS!
CHRIS CLAREMONT • JOHN BYRNE | TERRY AUSTIN | TOM ORZECHOWSKI, letterer GLYNIS WEIN, colorist | JIM SALICRUP & LOUISE JONES | JIM SHOOTER
WRITER-CO-PLOTTER-PENCILER INKER EDITORS EDITOR-IN-CHIEF

LILANDRA?! WHAT'S THIS ALL ABOUT?!
THE X-MEN WERE YOUR FRIENDS! WHY HAVE YOU KIDNAPPED US?!
TRUE, CYCLOPS. THE X-MEN ARE MY FRIENDS. I OWE YOU MY LIFE, MY FREEDOM, MY THRONE-- MORE THAN I CAN EVER REPAY. BUT, AS EMPRESS, MY FIRST RESPONSIBILITY IS TO MY PEOPLE.
TO ENSURE THEIR SAFETY-- TO ENSURE THE SAFETY OF THE ENTIRE UNIVERSE--
-- PHOENIX MUST BE DESTROYED!

PHOENIX?! ME?!
WHY?!?
AS I RECALL, LILANDRA, PHOENIX STOPPED YOUR BROTHER FROM SINGLE-HANDEDLY DESTROYING THE UNIVERSE. *
IS THIS HOW YOU REPAY HER?!
*X-MEN #108 -- JIM.

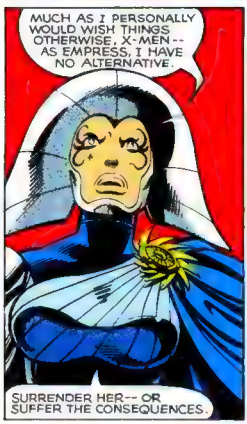
WE HAD NO QUARREL WITH PHOENIX THEN, CYCLOPS. SHE SEEMED A BENEFICENT ENTITY. THOUGH WE SUSPECTED THE FULL EXTENT OF HER POWER -- AND FEARED IT -- WE DID NOTHING
WE BELIEVED-- I BELIEVED -- THAT JEAN COULD COPE WITH HER NEAR-INFINITE ABILITIES. I WAS WRONG.
GLADIATOR-- CONTINUE.

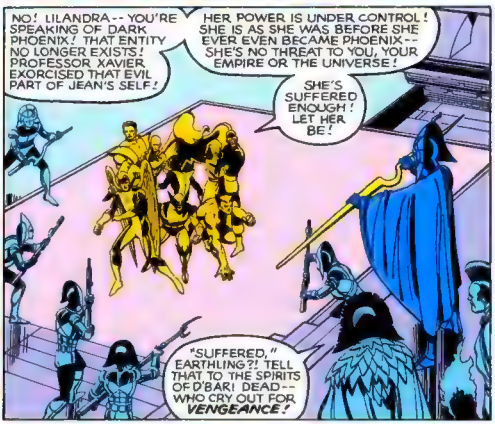
WHEN PHOENIX RETURNED TO SHI'AR SPACE, SHE WAS NO LONGER BENEFICENT. SHE HAD BEEN TRANSFORMED INTO THE BLACK ANGEL OF LEGEND -- CHAOS-BRINGER --
--RAVAGER OF WORLDS.


"RAVENOUS AFTER HER LONG JOURNEY FROM YOUR GALAXY TO OURS, SHE CONSUMED THE STAR, D'BARI. UNFORTUNATELY, D'BARI WAS AN INHABITED SYSTEM. AS THE SUN DIED, SO DIED ITS PLANETS -- AND THEIR FIVE BILLION INHABITANTS.

*SEE X-MEN #135 -- JIM.

JEAN...
...COULD YOU? DID YOU?
OH, LITTLE ONE, DEAR SISTER-- I HAVE NO WORDS TO COMFORT YOU, TO EASE YOUR TORMENT...
... AND IF WHAT GLADIATOR SAYS IS TRUE-- PART OF ME DOES NOT WISH TO. FORGIVE ME, JEAN.
I FELT IT ALL HAPPEN, THROUGH THE PSYCHIC RAPPORT I SHARE WITH JEAN... BUT I DIDN'T UNDERSTAND-- I DIDN'T BELIEVE IT. AS DARK PHOENIX, SHE KILLED WITHOUT MERCY OR REMORSE.
NO...
NO...
BUT NOW, SHE'S JEAN GREY AGAIN-- AND THE MEMORY OF WHAT SHE DID IS ALMOST MORE THAN SHE CAN BEAR.


MUCH AS I PERSONALLY WOULD WISH THINGS OTHERWISE, X-MEN-- AS EMPRESS, I HAVE NO ALTERNATIVE.
SURRENDER HER-- OR SUFFER THE CONSEQUENCES.


NO! LILANDRA-- YOU'RE SPEAKING OF DARK PHOENIX! THAT ENTITY NO LONGER EXISTS! PROFESSOR XAVIER EXORCISED THAT EVIL PART OF JEAN'S SELF!
HER POWER IS UNDER CONTROL! SHE IS AS SHE WAS BEFORE SHE EVER EVEN BECAME PHOENIX-- SHE'S NO THREAT TO YOU, YOUR EMPIRE OR THE UNIVERSE!
SHE'S SUFFERED ENOUGH! LET HER BE!
"SUFFERED," EARTHLING?! TELL THAT TO THE SPIRITS OF D'BARI DEAD-- WHO CRY OUT FOR VENGEANCE!

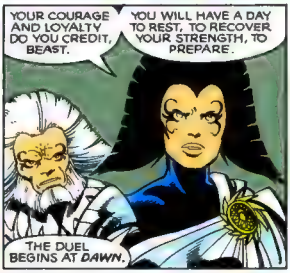
BE SILENT, LORD CHAMBERLAIN!
WHAT WAS UNDONE ONCE, MAY BE UNDONE AGAIN. SO LONG AS PHOENIX EXISTS-- IN ANY FORM, AT ANY POWER LEVEL-- SHE IS A DEADLY THREAT TO ALL THAT LIVES.
I AM SORRY, CYCLOPS. I KNOW YOU ARE SINCERE -- BUT THE RISK IS TOO GREAT.
WARRIORS-- TAKE HER!

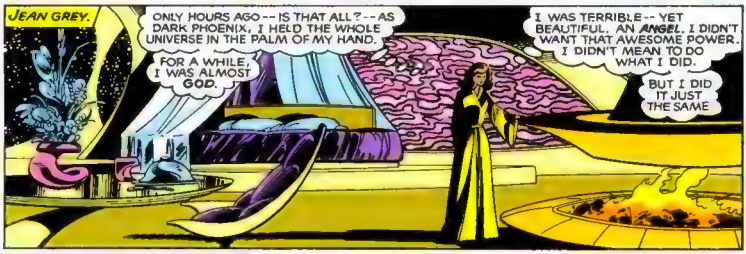
LILANDRA--WAIT!
JEAN GREY ARIN'NN HAELAR!
FOR JEAN GREY'S LIFE--
--I CHALLENGE YOU TO A DUEL OF HONOR!

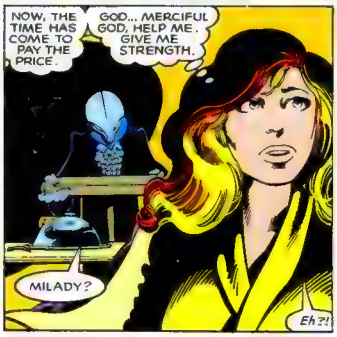
MAGNIFICENT, CHARLES. YOU LEARNED MUCH ABOUT THE SHI'AR DURING YOUR TOO-BRIEF STAY ON MY HOMEWORLD. THE "ARIN'NN HAELAR" IS THE ONE CHALLENGE THAT CANNOT BE REFUSED.
CHARLES, MY BELOVED, HAD THE FATES WEAVED A DIFFERENT TAPESTRY, WE MIGHT HAVE HAD THE STARS. INSTEAD, WE FACE NOTHING BUT THE ASHES OF DYING DREAMS.
WELL, EMPRESS? DO YOU ACCEPT?
MAJESTRIX, THE KREE AGREED THAT THIS PHOENIX-ENTITY BE EXPUNGED. NOTHING WAS SAID OF ANY "DUEL OF HONOR."
EXCUSE ME, CHARLES. IT SEEMS I MUST CONSULT WITH MY... ALLIES.
AND SO, AFTER A COMMUNICATIONS INSTA-LINK HAS BEEN ESTABLISHED BETWEEN LILANDRA'S FLAGSHIP AND THE THRONEWORLDS OF THE KREE AND SKRULL EMPIRES -- FEUDING GALACTIC STATES AS ANCIENT AND MIGHTY AS THE SHI'AR...
THE X-MEN WILL FIGHT, REGARDLESS. THESE TERRANS ARE A STUBBORN BREED -- BUT HONORABLE. THEIR WORD CAN BE TRUSTED.
THE SUPREME INTELLIGENCE OF THE KREE HAS NO OBJECTION TO THIS DUEL
NOR DO I, RK'LLL, EMPRESS OF THE SKRULLS...
PROVIDED THAT THE X-MEN ARE NOT PERMITTED TO WIN.
AND, TO INSURE THIS, OUR REPRESENTATIVES ARE REQUIRED TO MONITOR THE BATTLE.
MY LEIGE, NO! I MUST STAND BESIDE THIS MIS BEGOTTEN MATE OF A MUDWORM?! YOU ASK TOO MUCH OF ME!
THEN STAY BEHIND, SKRULL! THE PETTY BICKERING BETWEEN YOUR TWO RACES DOES NOT CONCERN ME.
I AM HERE FOR ONE REASON: TO END FOREVER THE THREAT OF PHOENIX. HINDER ME IN ANY WAY, ALIEN --
--AND YOUR LIFE IS FORFEIT!

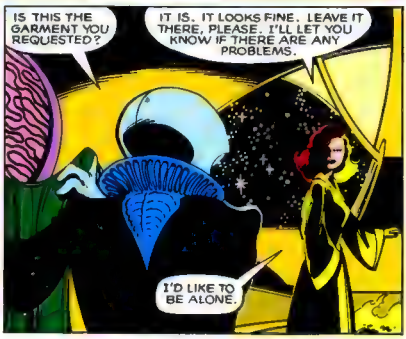
YOUR GAMBIT WAS SUCCESSFUL, CHARLES. I ACCEPT YOUR CHALLENGE.
I PRAY YOU WILL NOT LIVE TO REGRET WHAT YOU'VE DONE THIS DAY.
PROFESSOR XAVIER HAD NO RIGHT TO ISSUE THAT CHALLENGE IN ALL OUR NAMES WITHOUT CONSULTING US...

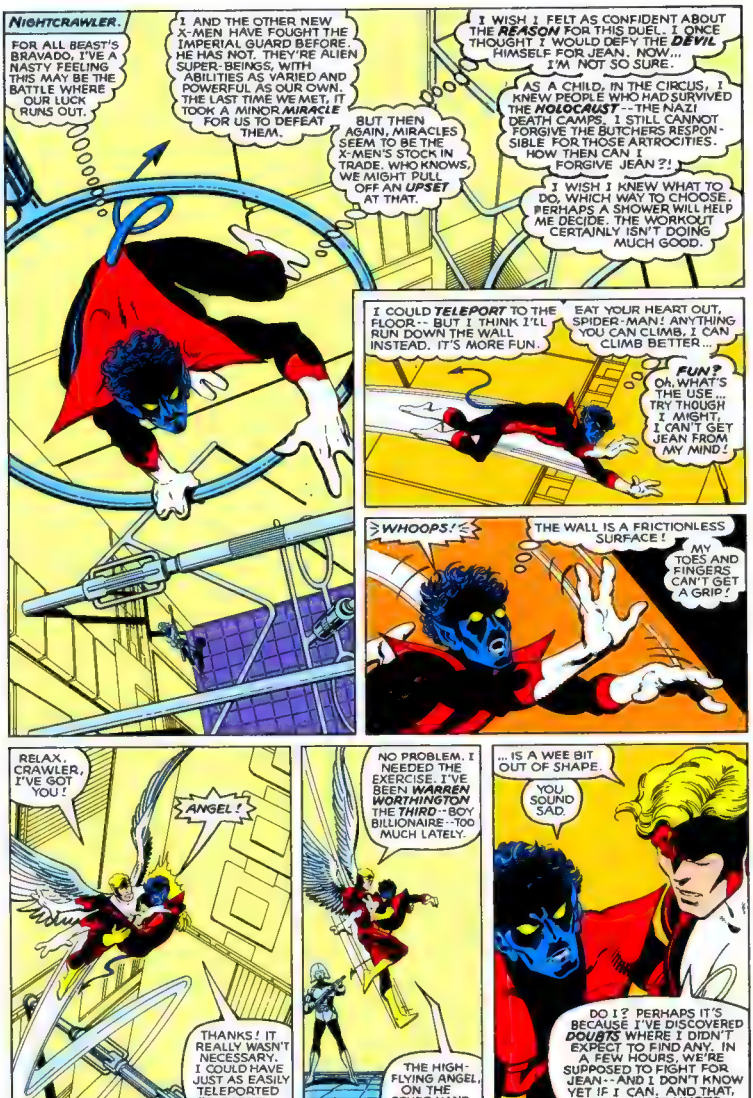
...BUT IT DID BUY US TIME TO CONSIDER OUR ALTERNATIVES... WHETHER WE WANT TO FIGHT FOR HER.
HOW CAN WE LET ONE OF OUR OWN BE CONDEMNED WITHOUT A FAIR TRIAL -- OR ANY TRIAL AT ALL?
I THOUGHT YOU KNEW THE X-MEN BETTER THAN THAT, LILANDRA.
EASY, BEAST.


YOUR COURAGE AND LOYALTY DO YOU CREDIT, BEAST.
YOU WILL HAVE A DAY TO REST, TO RECOVER YOUR STRENGTH, TO PREPARE.
THE DUEL BEGINS AT DAWN.


JEAN GREY.
ONLY HOURS AGO -- IS THAT ALL? -- AS DARK PHOENIX, I HELD THE WHOLE UNIVERSE IN THE PALM OF MY HAND.
FOR A WHILE, I WAS ALMOST GOD.
I WAS TERRIBLE -- YET BEAUTIFUL. AN ANGEL. I DIDN'T WANT THAT AWESOME POWER. I DIDN'T MEAN TO DO WHAT I DID.
BUT I DID IT JUST THE SAME

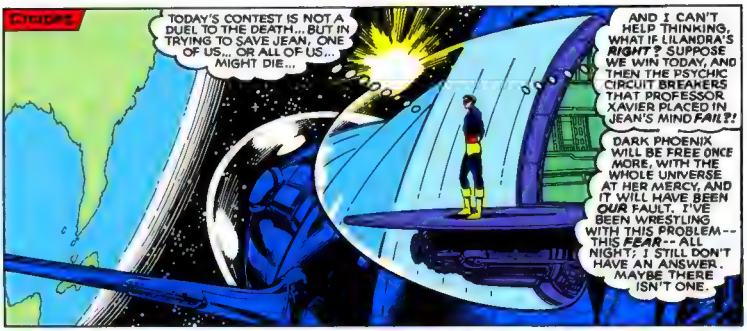

NOW, THE TIME HAS COME TO PAY THE PRICE.
GOD... MERCIFUL GOD, HELP ME. GIVE ME STRENGTH.
MILADY?
Eh?!


IS THIS THE GARMENT YOU REQUESTED?
IT IS. IT LOOKS FINE. LEAVE IT THERE, PLEASE. I'LL LET YOU KNOW IF THERE ARE ANY PROBLEMS.
I'D LIKE TO BE ALONE.


NIGHTCRAWLER.
FOR ALL BEAST'S BRAVADO, I'VE A NASTY FEELING THIS MAY BE THE BATTLE WHERE OUR LUCK RUNS OUT.
I AND THE OTHER NEW X-MEN HAVE FOUGHT THE IMPERIAL GUARD BEFORE. HE HAS NOT. THEY'RE ALIEN SUPER-BEINGS, WITH ABILITIES AS VARIED AND POWERFUL AS OUR OWN. THE LAST TIME WE MET, IT TOOK A MINOR MIRACLE FOR US TO DEFEAT THEM.
BUT THEN AGAIN, MIRACLES SEEM TO BE THE X-MEN'S STOCK IN TRADE. WHO KNOWS, WE MIGHT PULL OFF AN UPSET AT THAT.
I WISH I FELT AS CONFIDENT ABOUT THE REASON FOR THIS DUEL. I ONCE THOUGHT I WOULD DEFY THE DEVIL HIMSELF FOR JEAN. NOW... I'M NOT SO SURE.
AS A CHILD, IN THE CIRCUS, I KNEW PEOPLE WHO HAD SURVIVED THE HOLOCAUST--THE NAZI DEATH CAMPS. I STILL CANNOT FORGIVE THE BUTCHERS RESPONSIBLE FOR THOSE ATROCITIES. HOW THEN CAN I FORGIVE JEAN?!
I WISH I KNEW WHAT TO DO, WHICH WAY TO CHOOSE. PERHAPS A SHOWER WILL HELP ME DECIDE. THE WORKOUT CERTAINLY ISN'T DOING MUCH GOOD.
I COULD TELEPORT TO THE FLOOR-- BUT I THINK I'LL RUN DOWN THE WALL INSTEAD. IT'S MORE FUN.
EAT YOUR HEART OUT, SPIDER-MAN! ANYTHING YOU CAN CLIMB, I CAN CLIMB BETTER...
FUN? OH, WHAT'S THE USE... TRY THOUGH I MIGHT, I CAN'T GET JEAN FROM MY MIND!
WHOOPS!
THE WALL IS A FRICTIONLESS SURFACE!
MY TOES AND FINGERS CAN'T GET A GRIP!
RELAX, CRAWLER, I'VE GOT YOU!
ANGEL!
THANKS! IT REALLY WASN'T NECESSARY. I COULD HAVE JUST AS EASILY TELEPORTED TO SAFETY.
NO PROBLEM. I NEEDED THE EXERCISE. I'VE BEEN WARREN WORTHINGTON THE THIRD--BOY BILLIONAIRE--TOO MUCH LATELY.
THE HIGH-FLYING ANGEL, ON THE OTHER HAND...
...IS A WEE BIT OUT OF SHAPE.
YOU SOUND SAD.
DO I? PERHAPS IT'S BECAUSE I'VE DISCOVERED DOUBTS WHERE I DIDN'T EXPECT TO FIND ANY. IN A FEW HOURS, WE'RE SUPPOSED TO FIGHT FOR JEAN--AND I DON'T KNOW YET IF I CAN. AND THAT, KURT... THAT HURTS.

WOLVERINE!
NICE DIGS. AN OKAY PLACE TO SPEND THE NIGHT-- BUT I'D GO BATTY IF I WAS FORCED TO LIVE HERE.
'COURSE, THIS TIME TOMORROW, I MAY NOT HAVE TA WORRY ABOUT LIVIN' ANYWHERE.
I AIN'T SCARED OF DYIN'-- NEVER HAVE BEEN. IT'LL HAPPEN TO ME ONE DAY, WHETHER I WANT IT TO OR NOT. -- SO WHY WASTE TIME WORRYIN' ABOUT IT.
AS FOR ANYTHING ELSE-- SHOOT, THERE AIN'T MUCH FOR A MAN WITH UNBREAKABLE ADAMANTIUM BONES AN' RAZOR-SHARP ADAMANTIUM CLAWS TO BE SCARED OF.
STILL... I'VE GOT A BAD FEELING ABOUT THIS FIGHT.
SNIKT!
NOBODY UNDERSTANDS JEANNIE LIKE I DO-- THAT SHE'S BECOME TWO SEPARATE ENTITIES: JEAN GREY, AN' PHOENIX.
JEAN AIN'T A KILLER. SHE CAN'T BE HELD RESPONSIBLE FOR PHOENIX'S ACTIONS.
BUT CAN THE PROFESSOR'VE REALLY SPLIT THE TWO ENTITIES APART...
... SUPRESSING PHOENIX AND LEAVING JEAN? I HOPE SO. BUT IF PUSH COMES TA SHOVE -- IF I HAVETA MAKE A CHOICE --
-- I STAND BY JEANNIE ALL THE WAY!
BEAST:
IT'S BEEN A LONG TIME SINCE I LOST MY TEMPER LIKE THAT. BUT I'M NOT ABOUT TO BACK DOWN, EVEN IF I HAVE TO STAND ALONE.
THE LAW SEPARATES HUMANITY FROM ITS ANIMAL ANCESTORS.
AND, LIKE IT OR NOT, THE LAW PROTECTS EVERYONE -- GOOD, EVIL, VICTIM, CRIMINAL. IT HAS TO, OR IT -- AND CIVILIZATION -- AREN'T WORTH BEANS.
IF JEAN WERE SATAN INCARNATE, I'D STILL GRANT HER THE FULL BENEFIT OF THE LAW!
AFTER ALL, WE ONLY HAVE LILANDRA'S WORD FOR WHAT HAPPENED AND THAT PHOENIX STILL EXISTS INSIDE OF JEAN. IF SHE WANTS JEAN'S LIFE, SHE SHOULD PROVE HER CASE IN A PROPER COURT -- BEYOND A REASONABLE DOUBT --
-- AND GIVE JEAN A CHANCE TO DEFEND HERSELF. LILANDRA'S EXERCISE IN RAW, NAKED POWER -- MIGHT MAKING RIGHT -- IS AS REPREHENSIBLE IN ITS OWN WAY AS DARK PHOENIX'S...
AND I, FOR ONE, AM NOT GOING TO STAND FOR IT!
WELL, HELLLL-LO!
I AM YOUR MASSEUSE, SIR. I HAVE BEEN SENT TO LOOK AFTER YOUR EVERY NEED.
OH, MY STARS AND GARTERS!

COLOSSUS.
≥YawwwwWWWWNN!≤
IS IT DAWN, ALREADY? HAVE I SLEPT THE WHOLE NIGHT THROUGH?
THE MOMENT OF TRUTH FAST APPROACHES. I KNOW DARK PHOENIX IS EVIL; I HAVE FELT HER POWER. YET, I ALSO KNOW JEAN GREY; I HAVE FELT HER LOVE. I OWE HER MY LIFE! WHEN WE X-MEN FOUGHT DARK PHOENIX, WE WERE NOT TRYING TO DESTROY HER...
BUT CURE HER WE FOUGHT OUT OF LOVE. THAT HAS NOT CHANGED.
TO LEAVE JEAN TO PHOENIX'S FATE NOW -- AFTER HAVING STRUGGLED SO HARD TO SAVE HER -- WOULD BE A DENIAL OF THAT LOVE. SUCH A BETRAYAL, I CANNOT -- I WILL NOT -- COMMIT.
HE CONCENTRATES -- AND IN THE BLINK OF AN EYE A BODY OF FLESH AND BLOOD AND BONE AND SINEW BECOMES ONE OF NIGH-INVINCIBLE ORGANIC STEEL!
STORM.
DAWN, ON EARTH, THAT IS MARKED BY THE ETERNAL BEAUTY OF A SUNRISE.
HERE, BY THE CHIME OF AN ALARM, I PREFER THE SUNRISE.
OH, FOR THOSE HAPPY DAYS WHEN I WAS SIMPLY ORORO, WIND-RIDER.
I WAS ALONE, THEN.
I WAS FREE.
NOW, I AM NEITHER ALONE NOR FREE. AND RARELY HAPPY.
YET, I CHOSE TO JOIN THE X-MEN, TO LEAVE MY AFRICAN HOME OF MY OWN FREE WILL. THE X-MEN HAVE BECOME MY FAMILY, AND JEAN GREY THE BELOVED SISTER I NEVER HAD.
HOW IRONIC. DARK PHOENIX SYMBOLIZES ALL I ABHOR. BUT -- KNOWING THAT SHE IS JEAN, I FIND... THAT I CAN NO MORE DENY HER THAN I CAN MYSELF. I... LOVE JEAN. AS PART AND PARCEL OF THAT LOVE, I SHALL USE MY ELEMENTAL POWERS TO DEFEND HER TO THE DEATH.


TODAY'S CONTEST IS NOT A DUEL TO THE DEATH... BUT IN TRYING TO SAVE JEAN, ONE OF US... OR ALL OF US... MIGHT DIE...
AND I CAN'T HELP THINKING, WHAT IF LILANDRA'S *RIGHT*? SUPPOSE WE WIN TODAY, AND THEN THE PSYCHIC CIRCUIT BREAKERS THAT PROFESSOR XAVIER PLACED IN JEAN'S MIND *FAIL*?!
DARK PHOENIX WILL BE FREE ONCE MORE, WITH THE WHOLE UNIVERSE AT HER MERCY, AND IT WILL HAVE BEEN *OUR* FAULT. I'VE BEEN WRESTLING WITH THIS PROBLEM--THIS *FEAR*--ALL NIGHT; I STILL DON'T HAVE AN ANSWER. MAYBE THERE ISN'T ONE.

DAMN IT, IT ISN'T FAIR! AFTER ALL WE'VE BEEN THROUGH--AFTER ALL THE *GOOD* THAT JEAN'S DONE--TO HAVE IT END LIKE THIS!
I GUESS THAT'S WHAT THE PEOPLE ON D'BARI THOUGHT, WHEN THEIR SUN EXPLODED.
I'VE BEEN A LEADER TOO LONG. I CAN SEE LILANDRA'S POSITION AS CLEARLY AS MY OWN.

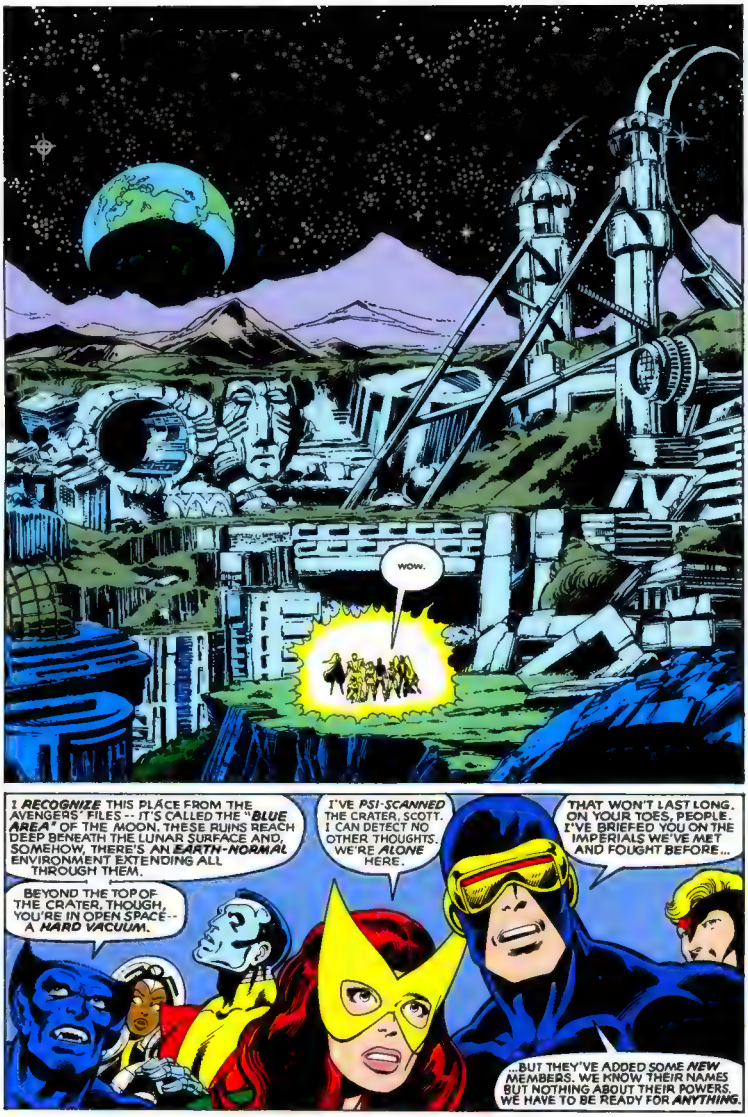
AND IF OUR POSITIONS WERE *REVERSED*, WOULD I BE ACTING ANY DIFFERENTLY THAN SHE?
I'D LIKE TO THINK, YES. IF VENGEANCE IS DEMANDED, LET *GOD* METE IT OUT. ME--I'D RATHER ERR ON THE SIDE OF *MERCY*.
NO MATTER WHAT THE COST?

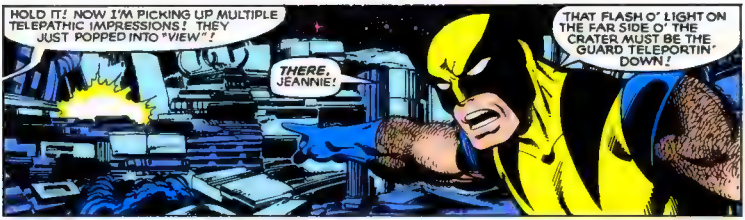
WHAT?! JEAN! YOU READ MY MIND!
I NO LONGER HAVE THE POWER OF PHOENIX, SCOTT--
--BUT I'M STILL A *TELEPATH*, AND WE STILL SHARE OUR *PSYCHIC RAPPORT*.

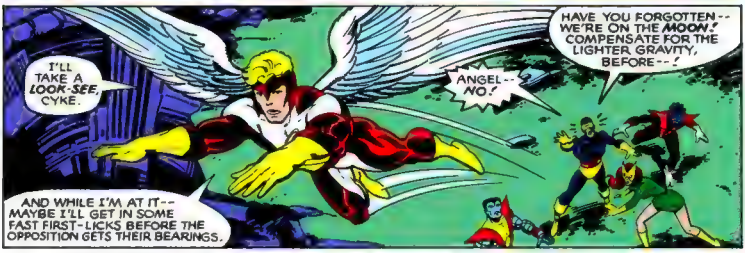
YOU'RE DRESSED AS *MARVEL GIRL*! WHY?!
I'M NOT SURE--NOSTALGIA? PRIDE? I STARTED AS MARVEL GIRL, AND THAT'S HOW I'LL *FINISH*.
SCOTT, AM I WORTH IT? I DESTROYED A WORLD--IN MY MIND, I CAN STILL HEAR THE SCREAMS OF THE DYING--AND IT FELT... *GOOD*! I DON'T WANT WANT THAT FEELING EVER AGAIN. AND YET--I *DO*!
I KNOW. BUT TO GIVE UP--

--THAT'LL BE LIKE SAYING THAT DARK PHOENIX HAS *WON*. THAT YOU ARE EVIL. YOU'RE *NOT*!
JEAN, WHATEVER HAPPENS, KNOW THAT *I* LOVE YOU, AND I'LL STAND BY YOU.
AND I, YOU, SCOTT--WITH ALL MY HEART!

LATER...
IT'S BEEN NEARLY EIGHT YEARS SINCE APOLLO 17, THE LAST LUNAR MISSION. MANY BELIEVE MAN WILL NOT WALK ON THE MOON AGAIN BEFORE THE TURN OF THE CENTURY. EVEN THEN, THAT WOULD BE A SHAME AND A TERRIBLE WASTE.
IT TOOK AMERICA'S ASTRONAUTS THREE DAYS TO MAKE THE JOURNEY FROM EARTH TO MOON. LILANDRA'S FLAGSHIP DOES IT IN MINUTES.
MEANWHILE, ON THE FLAGSHIP'S TRANSPORTER DECK...
I JUST WANT TO TELL YOU THAT I'M FIGHTING FOR JEAN. I WON'T ASK ANY OF YOU TO JOIN ME-- I HAVEN'T THE RIGHT-- AND I WON'T THINK ANY THE LESS OF YOU IF YOU DECIDE NOT TO.
SCOTT, WE, uh, TALKED THIS OUT AMONGST OURSELVES BEFORE YOU GOT HERE. WE'RE ALL AGREED. WE'RE WITH YOU AND JEAN, TO THE END!
THANKS, WARREN. TH-THANKS, ALL OF YOU.
THE X-MEN AND THE IMPERIAL GUARD WILL FIGHT UNTIL ONE TEAM OR THE OTHER IS DEFEATED. IF THE X-MEN WIN, THOSE WHO SURVIVE WILL BE SET FREE. IF MY IMPERIALS WIN...
PHOENIX-- JEAN GREY-- IS OURS, TO DO WITH AS WE WILL. WILL YOU ABIDE BY THESE TERMS, CYCLOPS?
WE WILL.
YOU HAVE OUR WORD ON THAT.
I WISH YOU WELL, X-MEN. TODAY, I MUST PLAY THE ROLE OF EXECUTIONER-- YET I WOULD GIVE ANYTHING TO BE FIGHTING BY YOUR SIDE.
BEAM THEM DOWN, TECHNICIAN.
THE X-MEN FACE HOPELESS ODDS, MAJESTRIX...
...BUT THEY ARE EXCEPTIONAL BEINGS. SUPPOSE... THEY WIN?
THEY WILL NOT WIN, ARAKI.
YOU HAVE MY WORD ON THAT.

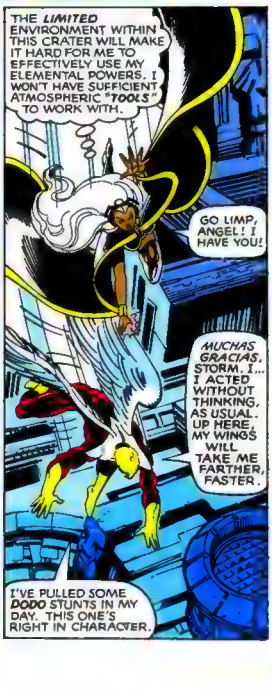

WOW.
I RECOGNIZE THIS PLACE FROM THE AVENGERS' FILES -- IT'S CALLED THE "BLUE AREA" OF THE MOON. THESE RUINS REACH DEEP BENEATH THE LUNAR SURFACE AND, SOMEHOW, THERE'S AN EARTH-NORMAL ENVIRONMENT EXTENDING ALL THROUGH THEM.
BEYOND THE TOP OF THE CRATER, THOUGH, YOU'RE IN OPEN SPACE -- A HARD VACUUM.
I'VE PSI-SCANNED THE CRATER, SCOTT. I CAN DETECT NO OTHER THOUGHTS. WE'RE ALONE HERE.
THAT WON'T LAST LONG. ON YOUR TOES, PEOPLE. I'VE BRIEFED YOU ON THE IMPERIALS WE'VE MET AND FOUGHT BEFORE...
...BUT THEY'VE ADDED SOME NEW MEMBERS. WE KNOW THEIR NAMES BUT NOTHING ABOUT THEIR POWERS. WE HAVE TO BE READY FOR ANYTHING.


HOLD IT! NOW I'M PICKING UP MULTIPLE TELEPATHIC IMPRESSIONS! THEY JUST POPPED INTO "VIEW"!
THERE, JEANNIE!
THAT FLASH O' LIGHT ON THE FAR SIDE O' THE CRATER MUST BE THE GUARD TELEPORTIN' DOWN!


I'LL TAKE A LOOK-SEE, CYKE.
HAVE YOU FORGOTTEN-- WE'RE ON THE MOON! COMPENSATE FOR THE LIGHTER GRAVITY, BEFORE--!
ANGEL-- NO!
AND WHILE I'M AT IT-- MAYBE I'LL GET IN SOME FAST FIRST-LICKS BEFORE THE OPPOSITION GETS THEIR BEARINGS.

WHAT?!
≥AARRRGHGH!≤
MY WINGS-- ONE SWEEP TOOK ME OUT OF THE CRATER! THEY SHOULDN'T HAVE DONE THAT!
NO AIR! I CAN'T BREATHE! AND THE COLD-- FREEZING ME SOLID! GOT TO... STAY... CONSCIOUS...

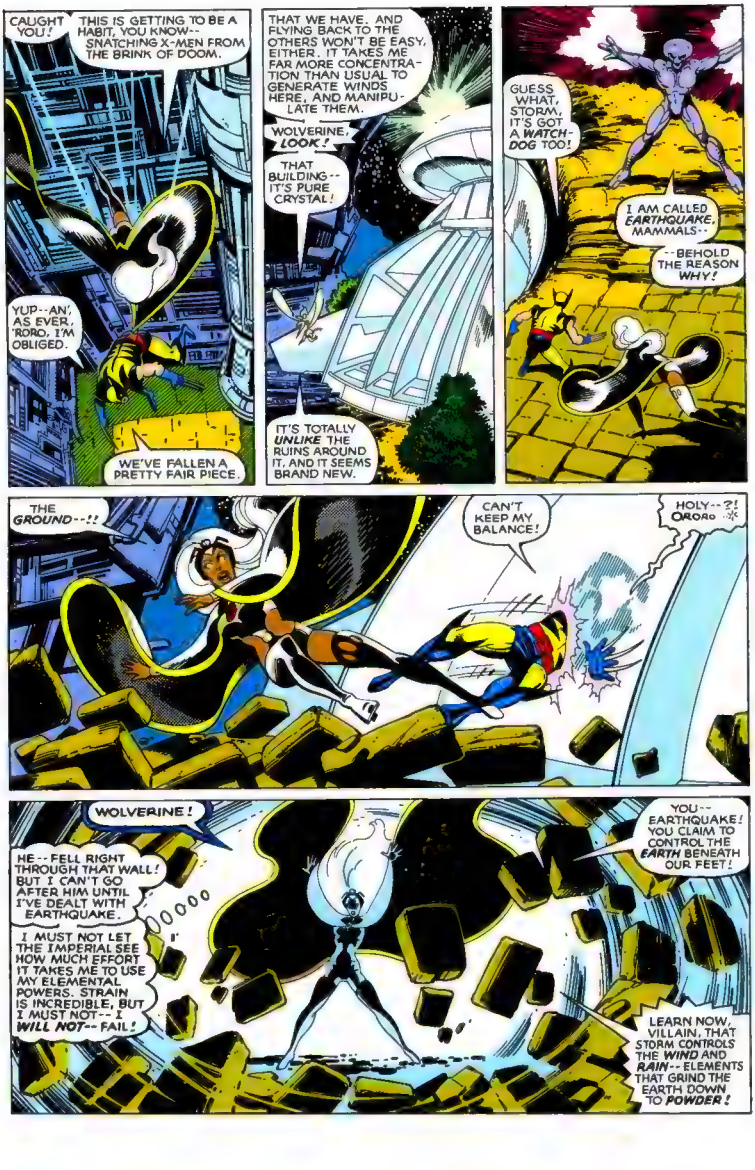
HE'S MOVING, CYCLOPS-- TRYING TO BREAK HIS FALL! HE'S STILL ALIVE!
I'LL CATCH HIM!
BE CAREFUL, STORM! I DON'T WANT YOU FLYING OFF INTO SPACE, AS WELL!


THE LIMITED ENVIRONMENT WITHIN THIS CRATER WILL MAKE IT HARD FOR ME TO EFFECTIVELY USE MY ELEMENTAL POWERS. I WON'T HAVE SUFFICIENT ATMOSPHERIC "TOOLS" TO WORK WITH.
GO LIMP, ANGEL! I HAVE YOU!
MUCHAS GRACIAS, STORM. I... I ACTED WITHOUT THINKING, AS USUAL. UP HERE, MY WINGS WILL TAKE ME FARTHER, FASTER.
I'VE PULLED SOME DODO STUNTS IN MY DAY. THIS ONE'S RIGHT IN CHARACTER.

YOU MADE A MISTAKE, ANGEL. THAT IS ALL.
I HAVE A KNACK FOR DOING THAT.
WARREN! HOW DO YOU--?!
FEEL, SCOTT? D-U-M-B. I SCREWED UP.
NEXT TIME, BUDDY, THINK-- WHERE YOU ARE. WHAT YOU'RE DOING. THERE ARE ONLY EIGHT OF US, WARREN.
WITH JEAN'S LIFE AT STAKE, WE CAN'T AFFORD ANY MISTAKES. YOU GOT AWAY WITH IT ONCE. DON'T PUSH YOUR LUCK.
CYCLOPS, WOLVERINE HAS SPOTTED THE IMPERIAL GUARD. THEY ARE NEARBY, HEADING THIS WAY!
DO WE MAKE A STAND, BOSS?
WHEN WE'RE READY, WOLVERINE, AND ON OUR TERMS.
WE'LL START WITH HIT-AND-RUN TACTICS, TO THROW THE IMPERIALS OFF-BALANCE AND WHITTLE DOWN THEIR FORCES.
FOR NOW, WE SPLIT UP. WE'VE GOT THESE RUINS, BEAST; LET'S USE 'EM TO OUR BEST ADVANTAGE.
Oh, GOODY! I JUST LOVE PLAYING HIDE-'N'-SEEK!
ANY TELEPATHIC SIGN OF THE IMPIES, JEAN?
I'M AFRAID NOT, WARREN. ORACLE MUST BE BLOCKING MY PROBES. I DON'T WANT TO PUSH TOO HARD. SHE MIGHT BE ABLE TO BACK-TRACK THE SCAN TO US.
GOOD MOVE, JEAN-- uh-oh!
THIS PLAZA'S WIDE OPEN-- ALMOST NO COVER. A PERFECT PLACE FOR AN AMBUSH.
TAKE THE POINT, NIGHTCRAWLER.
AS YOU COMMAND, FEARLESS LEADER.

BUT, BEFORE THE GERMAN-BORN MUTANT CAN EVEN TAKE A STEP...
WATCH OUT!
FOOM!
SCOTT!!!
YOU CANNOT HIDE FROM US, X-MEN; YOU CANNOT ESCAPE. AND NO MATTER HOW HARD YOU TRY, YOU WILL NOT WIN!
WE'LL SEE ABOUT THAT, STARBOLT. ANGEL--- TAKE OFF!
THIS ALBINO LADY IS CALLED ORACLE. ACCORDING TO CYKE'S BRIEFING BEFORE WE BEAMED DOWN, SHE HAS PSI-POWERS LIKE MARVEL GIRL'S.
THE OTHER GUY IS SMASHER. I'LL HANDLE HIM.
NIGHT-CRAWLER AND JEANNIE CAN HANDLE THE LADIES.
ZARK!
YOU GUYS HEAR THAT? CYKE'S FIRIN' HIS OPTIC BLASTS-- AT PRETTY NEAR FULL POWER, TOO.
SOUNDS LIKE THE FIGHT'S STARTED WITHOUT US.
ZARK!
MY FRIENDS, SHOULD WE NOT GO TO THEIR AID?
WE SHOULD NOT, COLOSSUS--MUCH AS WE'D LIKE TO. FOR THE MOMENT, CYKE'S TEAM IS ON ITS OWN, JUST AS WE ARE.
DON'T WORRY, THOUGH, THERE ARE PROBABLY MORE THAN ENOUGH VILLAINS TO GO 'ROUND.
SEE WHAT I MEAN?
WE HAVE MET THE ENEMY, X-MEN--
--AND IT IS BIG!
ORGANIC BEINGS. WE ARE WARSTAR. WE OFFER YOU A CHOICE--HONORABLE SURRENDER...
...OR HONORABLE DEATH.
COLOSSUS, THIS REJECT "ROBBY THE ROBOT" LOOKS RIGHT UP YOUR ALLEY. WOLVERINE, YOU BACK HIM UP.
WHEN I GIVE THE WORD--

NOTHIN' HONORABLE ABOUT GIVIN' UP, BUB, AN' AS FER DEATH -- BIG DEAL! THAT HAPPENS TO EV'RYONE, SOONER OR LATER.
STUFF YER OFFER, TIN-MAN! THE X-MEN AIN'T INTERESTED!
COLOSSUS-- TAKE HIM!
BOM!
THAT WILL BE MY PLEASURE, TOVARISCH.
IF THAT'S THE WAY YOU WANT IT, TERRANS.
YOU TAKE CARE OF COLOSSUS, C'CLL-- THIS FUZZY ONE IS ALL MINE!
HEY! THERE'S TWO OF THEM!
THAT, STORM, IS MY CUE TA GET INVOLVED. GIMME ABOUT FIVE SECONDS, AN' WE'LL KNOW IF THESE SUCKERS ARE WORTH THE METAL THEY'RE MADE OUT OF.
MY APOLOGIES, WOLVERINE--
--BUT THAT, I CANNOT ALLOW!
GLADIATOR! HE RIPPED UP THE FLOOR-- KNOCKED US INTO SOME SORT OF PIT!
RRRIP!

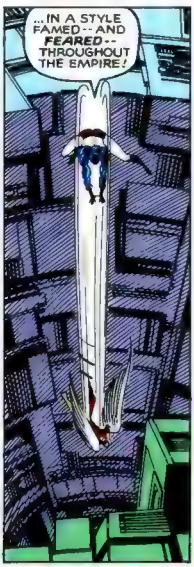

CAUGHT YOU!
THIS IS GETTING TO BE A HABIT, YOU KNOW-- SNATCHING X-MEN FROM THE BRINK OF DOOM.
YUP--AN', AS EVER, 'RORO. I'M OBLIGED.
WE'VE FALLEN A PRETTY FAIR PIECE.
THAT WE HAVE. AND FLYING BACK TO THE OTHERS WON'T BE EASY, EITHER. IT TAKES ME FAR MORE CONCENTRATION THAN USUAL TO GENERATE WINDS HERE, AND MANIPULATE THEM.
WOLVERINE, LOOK!
THAT BUILDING-- IT'S PURE CRYSTAL!
IT'S TOTALLY UNLIKE THE RUINS AROUND IT, AND IT SEEMS BRAND NEW.
GUESS WHAT, STORM, IT'S GOT A WATCH-DOG TOO!
I AM CALLED EARTHQUAKE, MAMMALS--
--BEHOLD THE REASON WHY!
THE GROUND--?!
CAN'T KEEP MY BALANCE!
HOLY--?! ORORO
WOLVERINE!
HE--FELL RIGHT THROUGH THAT WALL! BUT I CAN'T GO AFTER HIM UNTIL I'VE DEALT WITH EARTHQUAKE.
I MUST NOT LET THE IMPERIAL SEE HOW MUCH EFFORT IT TAKES ME TO USE MY ELEMENTAL POWERS. STRAIN IS INCREDIBLE, BUT I MUST NOT-- I WILL NOT-- FAIL!
YOU-- EARTHQUAKE! YOU CLAIM TO CONTROL THE EARTH BENEATH OUR FEET!
LEARN NOW, VILLAIN, THAT STORM CONTROLS THE WIND AND RAIN-- ELEMENTS THAT GRIND THE EARTH DOWN TO POWDER!

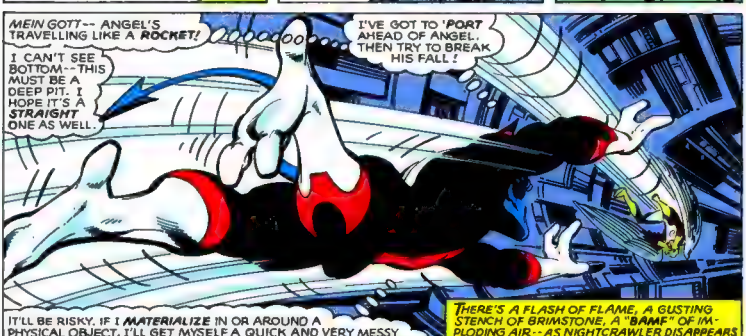
PAVESTONES-- SHE'S HURLING THEM AT ME!
SO EASILY STAGGERED, EARTHQUAKE? A PITY-- I'VE ONLY JUST BEGUN TO SHOW YOU WHAT I CAN DO!
STORM IS CONCENTRATING ON EARTHQUAKE-- AND HASN'T YET NOTICED ME!
MY THROAT-- AARRRGH!
THAT COULD PROVE TO BE A FATAL MISTAKE.
MY NEURO-WHIP SHOULD TAKE THE FIGHT OUT OF HER!
MANY THANKS, HUSSAR!
I CAN HANDLE THINGS FROM THIS POINT.
THIS X-MAN WILL GIVE US NO MORE TROUBLE, eh, HUSSAR?
FIRST-BLOOD TO THE IMPERIAL GUARD-- A GOOD OMEN!
NO!!
ELSEWHERE...
WE'RE HOLDING OUR OWN...
...BUT THAT'S ABOUT IT.

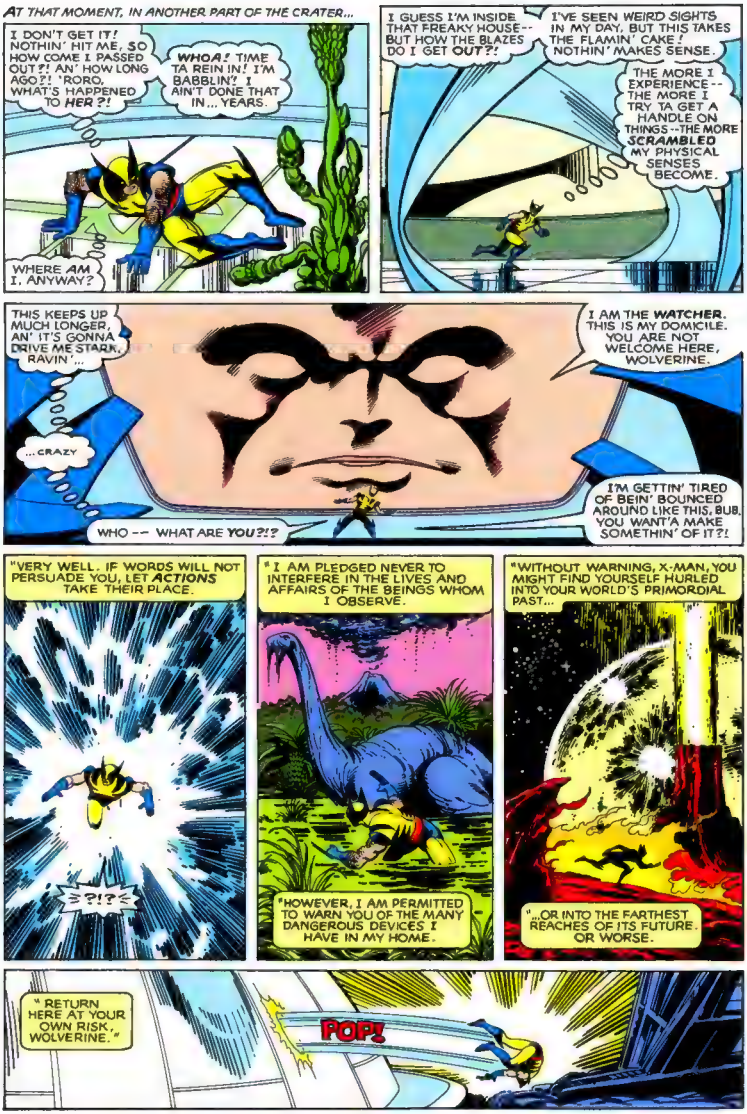
OUR POWERS AND TACTICAL SKILLS ARE PRETTY EVENLY MATCHED-- EXCEPT THAT ALL OF OUR FOES CAN FLY.
CYCLOPS AND JEAN CAN STRIKE AT LONG-RANGE, AND ANGEL CAN FIGHT THEM IN THEIR ELEMENT.
BUT I'M JUST A GLORIFIED ACROBAT. ALL THE MANEUVERS I'VE LEARNED TO COUNTER AN AIRBORNE ATTACK WERE WORKED OUT WITH STORM. ANGEL DOESN'T KNOW THEM, AND THERE'S NO TIME TO TEACH-- WHAT?!
ANGEL! LOOK OUT! ORACLE'S MOVING IN BEHIND YOU!

M-MY MIND-- EVERY...THING... SUDDENLY GONE ...BLOOEY!
TOO LATE, NIGHTCRAWLER! I'VE STUNNED HIM!

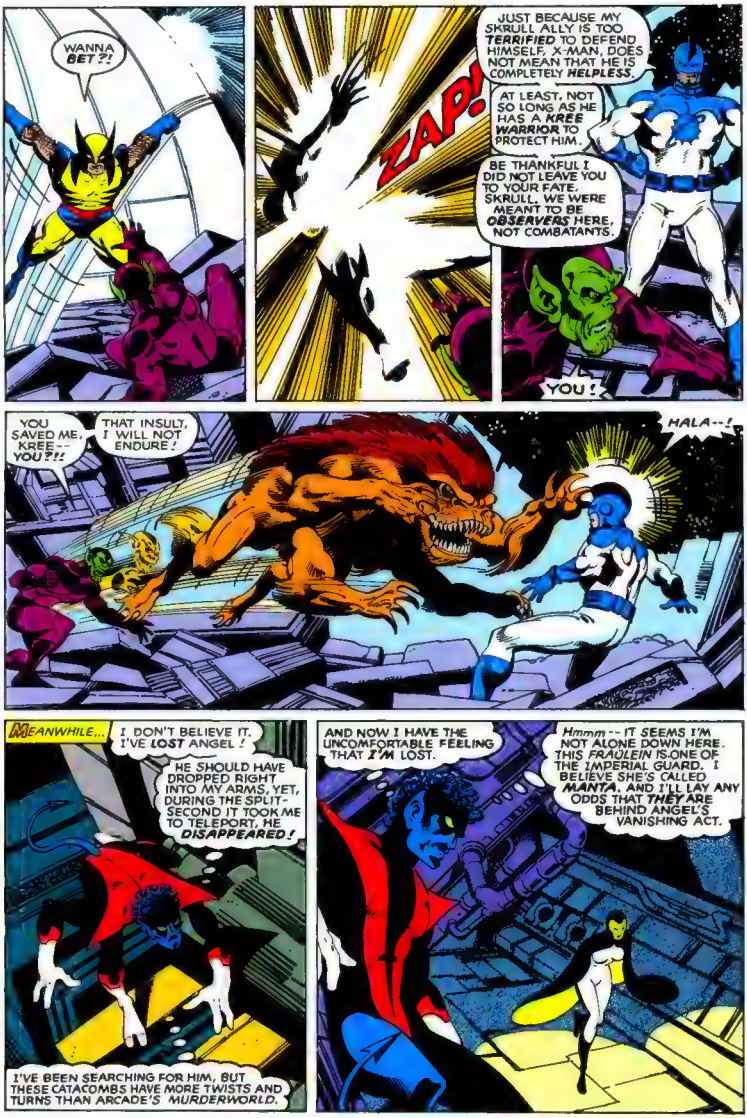
AND WHILE THIS ANGEL-BEING IS HELPLESS...
...SMASHER WILL FINISH HIM OFF...


...IN A STYLE FAMED-- AND FEARED-- THROUGHOUT THE EMPIRE!

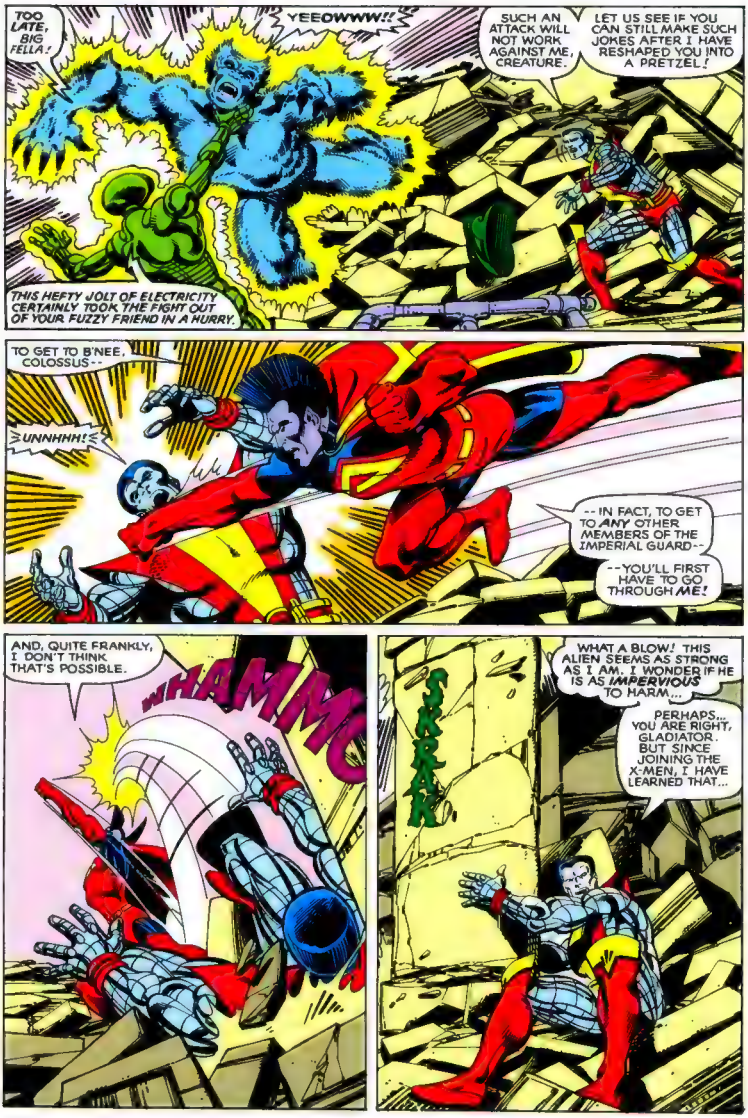

MEIN GOTT-- ANGEL'S TRAVELLING LIKE A ROCKET!
I'VE GOT TO 'PORT AHEAD OF ANGEL. THEN TRY TO BREAK HIS FALL!
I CAN'T SEE BOTTOM--THIS MUST BE A DEEP PIT. I HOPE IT'S A STRAIGHT ONE AS WELL.
IT'LL BE RISKY. IF I MATERIALIZE IN OR AROUND A PHYSICAL OBJECT, I'LL GET MYSELF A QUICK AND VERY MESSY DEATH. BUT I'M ANGEL'S ONLY HOPE; I HAVE TO AT LEAST TRY!
THERE'S A FLASH OF FLAME, A GUSTING STENCH OF BRIMSTONE, A "BAMF" OF IMPLODING AIR--AS NIGHTCRAWLER DISAPPEARS --AND THEN, THERE IS ONLY SILENCE.

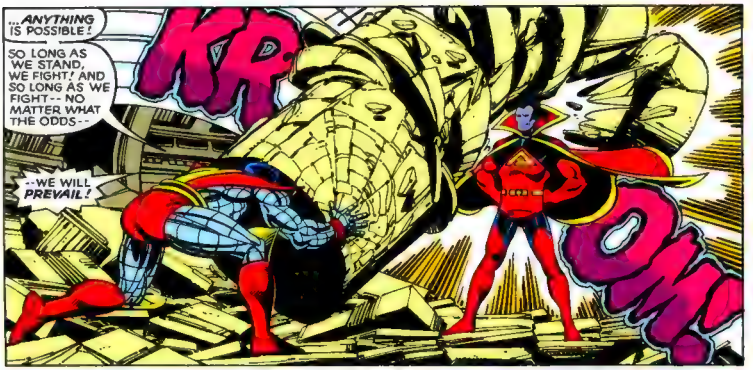

AT THAT MOMENT, IN ANOTHER PART OF THE CRATER...
I DON'T GET IT! NOTHIN' HIT ME. SO HOW COME I PASSED OUT?! AN' HOW LONG AGO?! 'RORO, WHAT'S HAPPENED TO HER?!
WHOA! TIME TA REIN IN! I'M BABBLIN'? I AIN'T DONE THAT IN... YEARS.
WHERE AM I, ANYWAY?
I GUESS I'M INSIDE THAT FREAKY HOUSE-- BUT HOW THE BLAZES DO I GET OUT?!
I'VE SEEN WEIRD SIGHTS IN MY DAY, BUT THIS TAKES THE FLAMIN' CAKE! NOTHIN' MAKES SENSE.
THE MORE I EXPERIENCE -- THE MORE I TRY TA GET A HANDLE ON THINGS -- THE MORE SCRAMBLED MY PHYSICAL SENSES BECOME.
THIS KEEPS UP MUCH LONGER, AN' IT'S GONNA DRIVE ME STARK RAVIN'...
...CRAZY
WHO -- WHAT ARE YOU?!?
I AM THE WATCHER. THIS IS MY DOMICILE. YOU ARE NOT WELCOME HERE, WOLVERINE.
I'M GETTIN' TIRED OF BEIN' BOUNCED AROUND LIKE THIS, BUB. YOU WANT'A MAKE SOMETHIN' OF IT?!
"VERY WELL. IF WORDS WILL NOT PERSUADE YOU, LET ACTIONS TAKE THEIR PLACE.
≥?!?≤
"I AM PLEDGED NEVER TO INTERFERE IN THE LIVES AND AFFAIRS OF THE BEINGS WHOM I OBSERVE.
"HOWEVER, I AM PERMITTED TO WARN YOU OF THE MANY DANGEROUS DEVICES I HAVE IN MY HOME.
"WITHOUT WARNING, X-MAN, YOU MIGHT FIND YOURSELF HURLED INTO YOUR WORLD'S PRIMORDIAL PAST...
"...OR INTO THE FARTHEST REACHES OF ITS FUTURE. OR WORSE.
" RETURN HERE AT YOUR OWN RISK, WOLVERINE."
POP!

IT'S A LONG TIME BEFORE WOLVERINE MOVES -- BEFORE HE'S EVEN SURE WHERE HE IS...
BUB, YOU GOT ONE HECKUVA WAY OF SAYIN', "NO TRESPASSING." BUT... I GET THE MESSAGE.
MY GUTS, MY MIND -- MY SOUL -- EVERYTHING FEELS LIKE IT'S BEEN TURNED INSIDE-OUT.
WOLVERINE! THANK HEAVEN YOU'RE ALL RIGHT!
NOT EVEN PROTEUS MADE ME FEEL THIS SHAKY.
THAT'S A MATTER OF OPINION, BABE.
Huh?! SOMETHING'S WRONG! THIS LOOKS LIKE 'RORO, SOUNDS LIKE HER, ACTS LIKE HER...
... BUT MY INSTINCTS, MY SENSES, ARE TELLIN' ME, THIS AIN'T HER!
TROUBLE IS, AFTER WHAT THE WATCHER'S FUN-HOUSE RIDE DID TO MY INSIDES, CAN I TRUST THOSE FEELINGS?
ALWAYS HAVE BEFORE, BUT --
-- I GUESS THERE AIN'T NO "BUTS" ABOUT IT!
WOLVERINE, WHAT ARE YOU DOING?!!
HOPIN' I DIDN'T JUST MAKE A BIG MISTAKE, LADY.
WHAM!
HER HANDS, AS I THREW HER, THEY WERE TIGHTENING ON MY NECK. STORM WAS STARTIN' TO STRANGLE ME!
IMPOSSIBLE! YOU COULD NOT HAVE SEEN THROUGH MY DISGUISE!
A SHAPE-CHANGER!
WHERE'D YOU COME FROM, BUB?! YOU AIN'T ONE OF THE IMPERIAL GUARD!
I AM RAKSOR, TERRAN -- A SKRULL WARRIOR!
I AM YOUR DEATH!

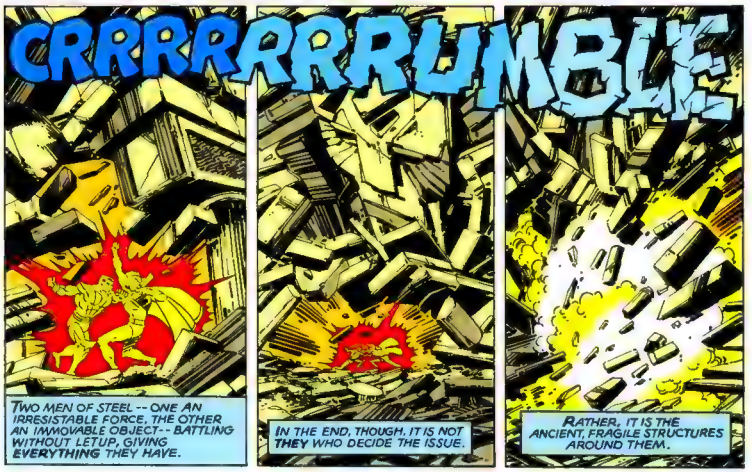

WANNA BET ?!
ZAP!
JUST BECAUSE MY SKRULL ALLY IS TOO TERRIFIED TO DEFEND HIMSELF, X-MAN, DOES NOT MEAN THAT HE IS COMPLETELY HELPLESS.
AT LEAST, NOT SO LONG AS HE HAS A KREE WARRIOR TO PROTECT HIM.
BE THANKFUL I DID NOT LEAVE YOU TO YOUR FATE, SKRULL. WE WERE MEANT TO BE OBSERVERS HERE, NOT COMBATANTS.
YOU !
YOU SAVED ME, KREE-- YOU ?!!
THAT INSULT, I WILL NOT ENDURE !
HALA--!
MEANWHILE...
I DON'T BELIEVE IT. I'VE LOST ANGEL !
HE SHOULD HAVE DROPPED RIGHT INTO MY ARMS. YET, DURING THE SPLIT-SECOND IT TOOK ME TO TELEPORT, HE DISAPPEARED !
I'VE BEEN SEARCHING FOR HIM, BUT THESE CATACOMBS HAVE MORE TWISTS AND TURNS THAN ARCADE'S MURDERWORLD.
AND NOW I HAVE THE UNCOMFORTABLE FEELING THAT I'M LOST.
Hmmm -- IT SEEMS I'M NOT ALONE DOWN HERE. THIS FRAULEIN IS ONE OF THE IMPERIAL GUARD. I BELIEVE SHE'S CALLED MANTA. AND I'LL LAY ANY ODDS THAT THEY ARE BEHIND ANGEL'S VANISHING ACT.

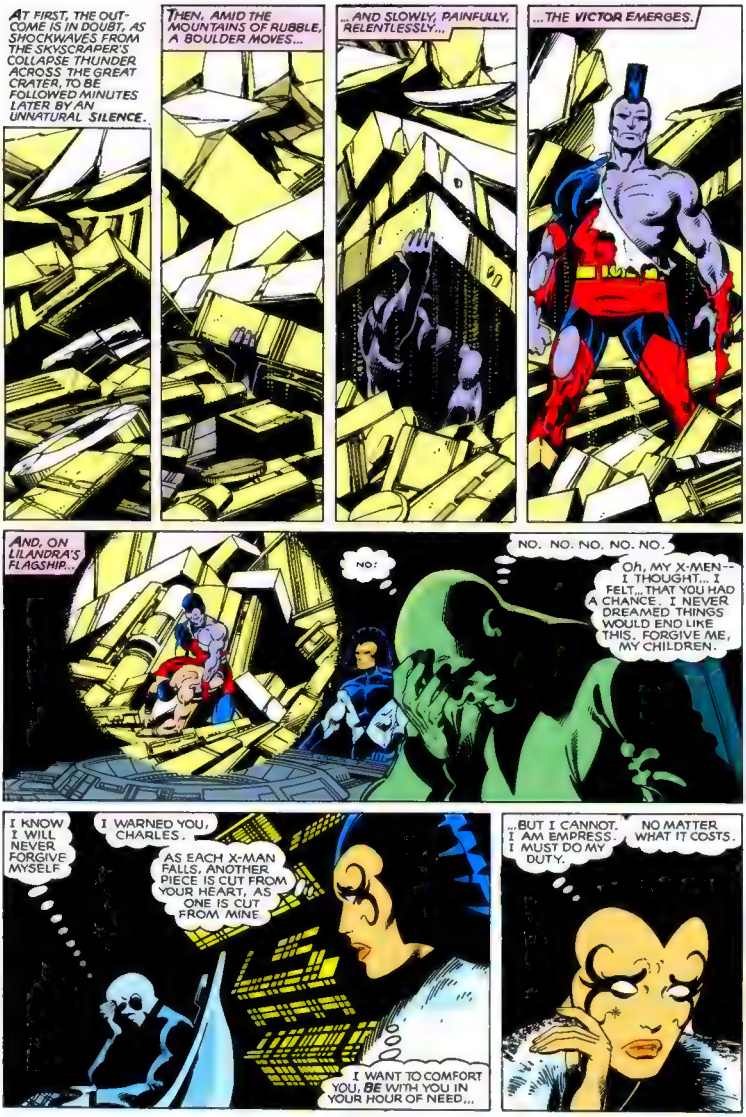
I DOUBT I CAN FIND HIM ON MY OWN. BUT IF I STAY IN THE SHADOWS -- WHERE I'M ALMOST *INVISIBLE* -- AND FOLLOW MANTA...
...SHE MIGHT LEAD ME RIGHT TO HIM.
DON'T TRY TO HIDE FROM ME, NIGHT-CRAWLER --
WHAT?! SHE SPOTTED ME -- BUT *HOW?!?*
-- IT WILL SIMPLY BE A WASTED EFFORT.
YEEAHHHRRR!!
YOU THOUGHT THE *SHADOWS* WOULD KEEP YOU SAFE.
PERHAPS THEY WOULD HAVE, FROM ONE WITH *NORMAL* VISION. BUT I SEE IN *INFRA-RED*. AGAINST THAT COOL STONE, YOUR WARM, LIVING BODY STOOD OUT LIKE A SUPER-NOVA.
THAT'S TWO MORE TERRANS BEATEN. I WONDER HOW THE REST OF OUR STRIKE FORCE IS FARING?
WARSTAR IS NOT DOING WELL.
SKRAM!
I THOUGHT B'NEE AND C'ELL COULD DEAL WITH THESE X-MEN. MY MISTAKE.
MY FOE IS *DOWN*, BEAST! HANG ON! I WILL BE BY YOUR SIDE IN A MOMENT!


TOO LATE, BIG FELLA!
YEEOWWW!!
SUCH AN ATTACK WILL NOT WORK AGAINST ME, CREATURE.
LET US SEE IF YOU CAN STILL MAKE SUCH JOKES AFTER I HAVE RESHAPED YOU INTO A PRETZEL!
THIS HEFTY JOLT OF ELECTRICITY CERTAINLY TOOK THE FIGHT OUT OF YOUR FUZZY FRIEND IN A HURRY.
TO GET TO B'NEE, COLOSSUS--
UNNHHH!
--IN FACT, TO GET TO ANY OTHER MEMBERS OF THE IMPERIAL GUARD--
--YOU'LL FIRST HAVE TO GO THROUGH ME!
AND, QUITE FRANKLY, I DON'T THINK THAT'S POSSIBLE.
WHAMM
WHAT A BLOW! THIS ALIEN SEEMS AS STRONG AS I AM. I WONDER IF HE IS AS IMPERVIOUS TO HARM...
PERHAPS, YOU ARE RIGHT, GLADIATOR. BUT SINCE JOINING THE X-MEN, I HAVE LEARNED THAT...
SKRAK

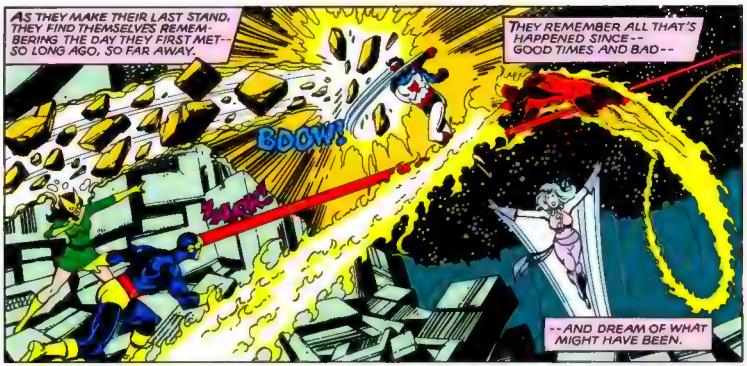

...ANYTHING IS POSSIBLE!
SO LONG AS WE STAND, WE FIGHT! AND SO LONG AS WE FIGHT-- NO MATTER WHAT THE ODDS--
--WE WILL PREVAIL!
KR
OM!

THEY STAND TOE-TO-TOE, NEITHER OF THEM YIELDING AN INCH AS THEY TRADE PUNCH AFTER PUNCH OF AWESOME POWER.
THEIR FIGHT IS BRUTAL-- A CLASH OF MODERN TITANS.

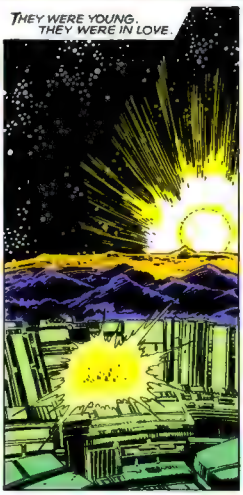

CRRRRRRRUMBLE
TWO MEN OF STEEL -- ONE AN IRRESISTABLE FORCE, THE OTHER AN IMMOVABLE OBJECT-- BATTLING WITHOUT LETUP, GIVING EVERYTHING THEY HAVE.
IN THE END, THOUGH, IT IS NOT THEY WHO DECIDE THE ISSUE.
RATHER, IT IS THE ANCIENT, FRAGILE STRUCTURES AROUND THEM.


AT FIRST, THE OUTCOME IS IN DOUBT, AS SHOCKWAVES FROM THE SKYSCRAPER'S COLLAPSE THUNDER ACROSS THE GREAT CRATER, TO BE FOLLOWED MINUTES LATER BY AN UNNATURAL SILENCE.
THEN, AMID THE MOUNTAINS OF RUBBLE, A BOULDER MOVES...
...AND SLOWLY, PAINFULLY, RELENTLESSLY...
...THE VICTOR EMERGES.
AND, ON LILANDRA'S FLAGSHIP...
NO!
NO. NO. NO. NO. NO.
OH, MY X-MEN-- I THOUGHT... I FELT... THAT YOU HAD A CHANCE. I NEVER DREAMED THINGS WOULD END LIKE THIS. FORGIVE ME, MY CHILDREN.
I KNOW I WILL NEVER FORGIVE MYSELF
I WARNED YOU, CHARLES.
AS EACH X-MAN FALLS, ANOTHER PIECE IS CUT FROM YOUR HEART, AS ONE IS CUT FROM MINE
I WANT TO COMFORT YOU, BE WITH YOU IN YOUR HOUR OF NEED...
...BUT I CANNOT. I AM EMPRESS. I MUST DO MY DUTY.
NO MATTER WHAT IT COSTS.

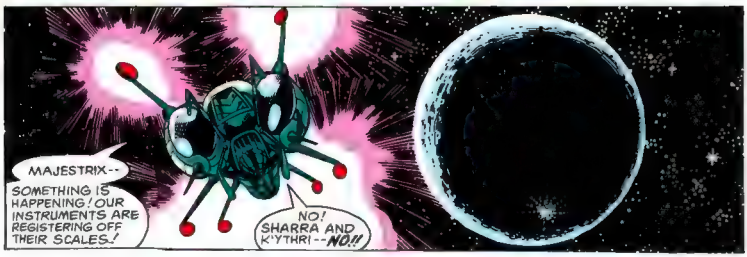
SCOTT, I'VE LOST TELEPATHIC CONTACT WITH ALL THE OTHER X-MEN! I THINK WE'RE THE ONLY ONES LEFT!
SO MUCH FOR MY BRILLIANT STRATEGY.
MY OPTIC BLASTS ARE MAKING THESE IMPERIALS KEEP THEIR DISTANCE. THEY'RE NOT REALLY ATTACKING US ANYMORE, JUST MARKING OUR POSITION UNTIL REENFORCEMENTS ARRIVE. THEN, WE'LL SEE FIREWORKS.
JEAN, WE HAVE TO LOSE THEM!
IN HERE!
THIS ALCOVE SHOULD HIDE US!
HOW?!
IT'S TOO SHALLOW TO DO US ANY GOOD. WE'LL BE SPOTTED IN AN INSTANT.
NOT AFTER I'VE USED MY TELEKINETIC TALENT TO COVER THE ENTRANCE WITH A WALL OF LUNAR DUST-- VOILÁ!
THERE THEY GO, NONE THE WISER.
WE'VE GOT BREATHING SPACE, SCOTT-- BUT, SOONER OR LATER, WE'LL HAVE TO COME OUT.
I KNOW.
THERE'S SO MUCH I WANT TO SAY TO YOU-- SO MUCH THAT I FEEL. I... DON'T HAVE THE WORDS.
WHERE I'M CONCERNED, IT'S THE THOUGHT THAT COUNTS. AND YOURS-- LIKE YOU--
--ARE BEAUTIFUL.
YOU'RE A SPECIAL MAN, SCOTT SUMMERS.
NO MORE SPECIAL THAN THE WOMAN I LOVE.
READY?
READY
THEN... LET'S GO!

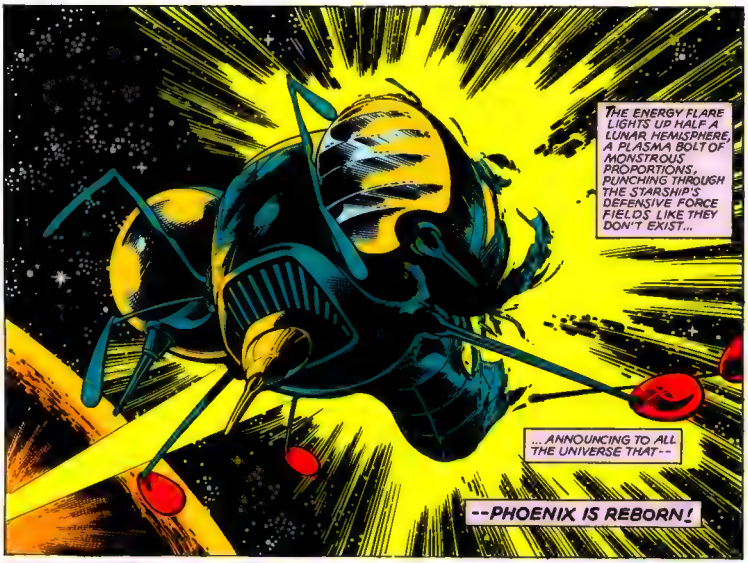

AS THEY MAKE THEIR LAST STAND, THEY FIND THEMSELVES REMEMBERING THE DAY THEY FIRST MET--SO LONG AGO, SO FAR AWAY.
THEY REMEMBER ALL THAT'S HAPPENED SINCE--GOOD TIMES AND BAD--
BOOM!
--AND DREAM OF WHAT MIGHT HAVE BEEN.

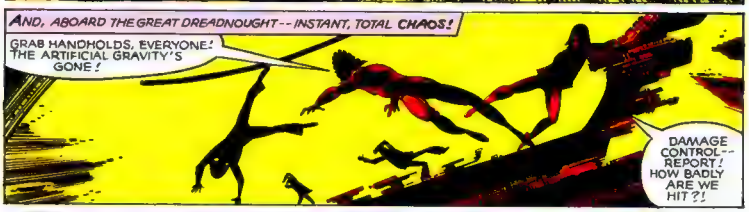
ONCE UPON A TIME, THERE WAS A WOMAN NAMED JEAN GREY, A MAN NAMED SCOTT SUMMERS.


THEY WERE YOUNG. THEY WERE IN LOVE.

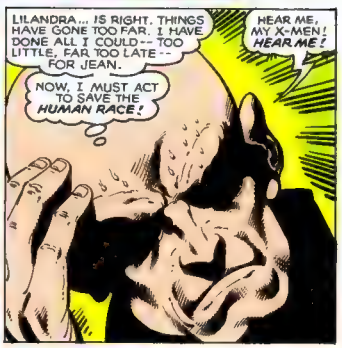
THEY WERE HEROES.
TODAY, THEY WILL PROVE IT--BEYOND ALL SHADOW OF A DOUBT.


MAJESTRIX--
SOMETHING IS HAPPENING! OUR INSTRUMENTS ARE REGISTERING OFF THEIR SCALES!
NO! SHARRA AND K'YTHRI--NO!!

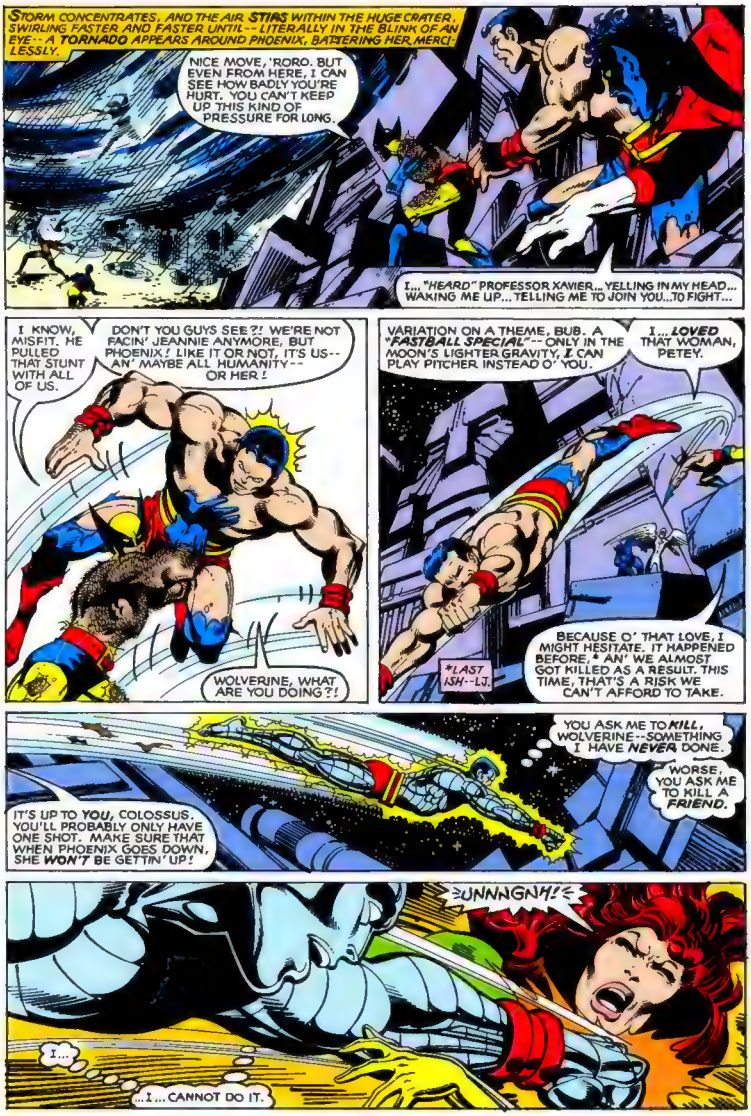

THE ENERGY FLARE LIGHTS UP HALF A LUNAR HEMISPHERE, A PLASMA BOLT OF MONSTROUS PROPORTIONS, PUNCHING THROUGH THE STARSHIP'S DEFENSIVE FORCE FIELDS LIKE THEY DON'T EXIST...
... ANNOUNCING TO ALL THE UNIVERSE THAT--
--PHOENIX IS REBORN!

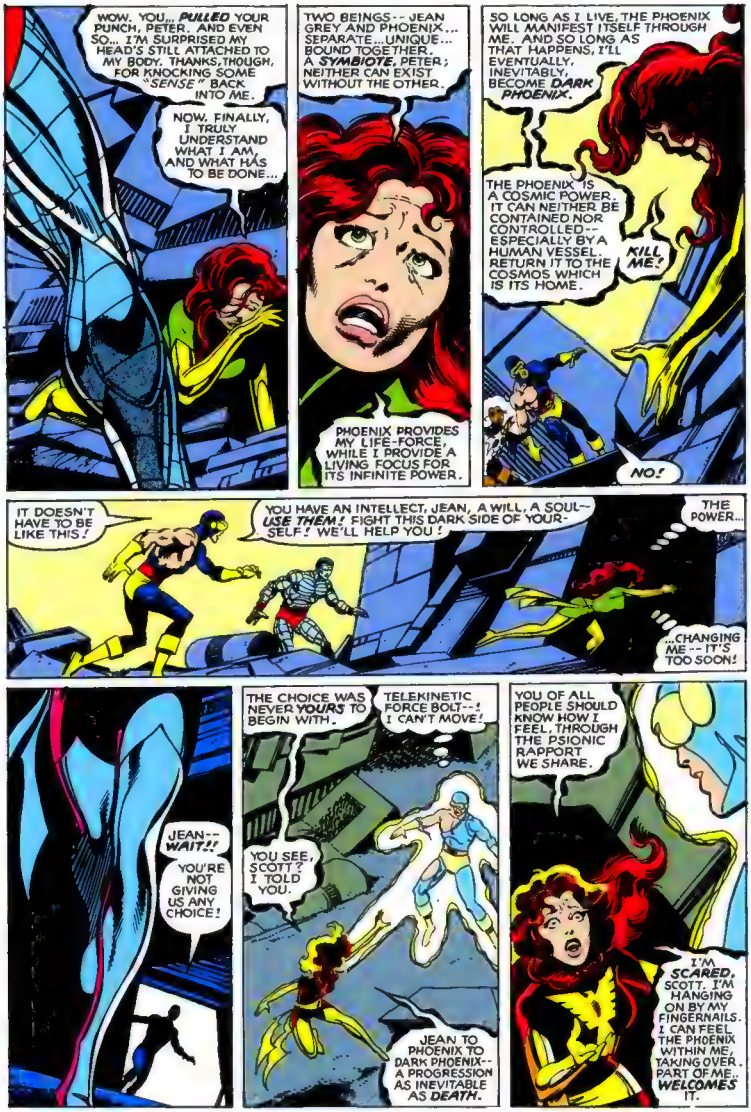

AND, ABOARD THE GREAT DREADNOUGHT-- INSTANT, TOTAL CHAOS!
GRAB HANDHOLDS, EVERYONE! THE ARTIFICIAL GRAVITY'S GONE!
DAMAGE CONTROL-- REPORT! HOW BADLY ARE WE HIT?!

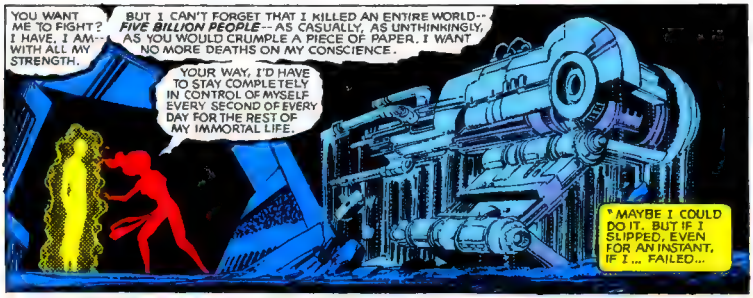
CAPTAIN--ALERT THE GRAND FLEET! PLAN OMEGA!
IF WE FAIL IN OUR MISSION...
--TO ENSURE THAT PHOENIX IS DESTROYED!
...BURN THIS WORLD, THIS SYSTEM, THIS ENTIRE STELLAR CLUSTER! DO WHATEVER IS NECESSARY--


LILANDRA... IS RIGHT. THINGS HAVE GONE TOO FAR. I HAVE DONE ALL I COULD-- TOO LITTLE, FAR TOO LATE-- FOR JEAN.
NOW, I MUST ACT TO SAVE THE HUMAN RACE!
HEAR ME, MY X-MEN! HEAR ME!

IT HAPPENED SO FAST--NO TIME TO STOP HERSELF, NO TIME EVEN FOR THOUGHT. SHE SAW CYCLOPS CUT DOWN, AND THE CRY OF SHOCK AND GRIEF AND TERROR THAT WELLED WITHIN HER SHATTERED THE PSYCHIC RESTRAINTS THAT PROFESSOR XAVIER HAD PLACED AROUND HER POWER.
OH, JEAN--NO!
EH?! PROFESSOR X, CONTACTING ME TELEPATHICALLY!
CYCLOPS, ATTACK PHOENIX NOW! WHILE SHE IS STILL COMPARATIVELY WEAK!
PROFESSOR, THERE HAS TO BE SOME OTHER WAY! PLEASE!
*IF THERE WAS, LAD, DON'T YOU THINK I'D BE USING IT?
GOOD, SCOTT. YOU'RE DOING EXACTLY WHAT I PRAYED YOU WOULD.
FORGIVE ME, MY LOVE.
HE OPENS HIS RUBY QUARTZ VISOR WIDE, SCYTHING HIS OPTIC BLASTS--AT FULL POWER--ACROSS THE BASE OF A NEARBY BUILDING.
A MILLION TONS OF MASONRY AND STEEL TOPPLE TOWARDS PHOENIX. SHE MANAGES TO SAVE HERSELF WITH A TELEKINETIC SHIELD, BUT THE IMPACT STILL HAMMERS HER TO HER KNEES.
HER POWER IS AWESOME, BUT, FOR THE PRESENT, IT HAS LIMITS, AND SHE HAS REACHED THEM.
CYCLOPS--PROFESSOR'S VOICE... INSIDE MY MIND... FORCING ME AWAKE...
JEAN'S BECOME PHOENIX AGAIN.
GODDESS, NO!
IT'S UP TO US TO STOP HER.
IS SUCH A THING POSSIBLE?
I DON'T KNOW, ORORO, BUT WE HAVE TO TRY.
WE HAVE TO KEEP HER OFF-BALANCE--MAKE HER USE UP HER POWER, BURN HERSELF OUT.
I... WILL DO WHAT I CAN.


STORM CONCENTRATES, AND THE AIR STIAS WITHIN THE HUGE CRATER, SWIRLING FASTER AND FASTER UNTIL -- LITERALLY IN THE BLINK OF AN EYE -- A TORNADO APPEARS AROUND PHOENIX, BATTERING HER MERCILESSLY.
NICE MOVE, 'RORO. BUT EVEN FROM HERE, I CAN SEE HOW BADLY YOU'RE HURT. YOU CAN'T KEEP UP THIS KIND OF PRESSURE FOR LONG.
I... "HEARD" PROFESSOR XAVIER... YELLING IN MY HEAD... WAKING ME UP... TELLING ME TO JOIN YOU...TO FIGHT...
I KNOW, MISFIT. HE PULLED THAT STUNT WITH ALL OF US.
DON'T YOU GUYS SEE?! WE'RE NOT FACIN' JEANNIE ANYMORE, BUT PHOENIX! LIKE IT OR NOT, IT'S US-- AN' MAYBE ALL HUMANITY-- OR HER!
WOLVERINE, WHAT ARE YOU DOING?!
VARIATION ON A THEME, BUB. A "FASTBALL SPECIAL" -- ONLY IN THE MOON'S LIGHTER GRAVITY, I CAN PLAY PITCHER INSTEAD O' YOU.
I... LOVED THAT WOMAN, PETEY.
*LAST ISH--LJ.
BECAUSE O' THAT LOVE, I MIGHT HESITATE. IT HAPPENED BEFORE, * AN' WE ALMOST GOT KILLED AS A RESULT. THIS TIME, THAT'S A RISK WE CAN'T AFFORD TO TAKE.
YOU ASK ME TO KILL, WOLVERINE--SOMETHING I HAVE NEVER DONE.
WORSE. YOU ASK ME TO KILL A FRIEND.
IT'S UP TO YOU, COLOSSUS. YOU'LL PROBABLY ONLY HAVE ONE SHOT. MAKE SURE THAT WHEN PHOENIX GOES DOWN, SHE WON'T BE GETTIN' UP!
UNNNGNH!
I...
...I... CANNOT DO IT.


WOW. YOU... PULLED YOUR PUNCH, PETER. AND EVEN SO... I'M SURPRISED MY HEAD'S STILL ATTACHED TO MY BODY. THANKS, THOUGH, FOR KNOCKING SOME "SENSE" BACK INTO ME.
NOW, FINALLY, I TRULY UNDERSTAND WHAT I AM, AND WHAT HAS TO BE DONE...
TWO BEINGS -- JEAN GREY AND PHOENIX... SEPARATE...UNIQUE... BOUND TOGETHER. A SYMBIOTE, PETER; NEITHER CAN EXIST WITHOUT THE OTHER.
PHOENIX PROVIDES MY LIFE-FORCE, WHILE I PROVIDE A LIVING FOCUS FOR ITS INFINITE POWER.
SO LONG AS I LIVE, THE PHOENIX WILL MANIFEST ITSELF THROUGH ME. AND SO LONG AS THAT HAPPENS, I'LL EVENTUALLY, INEVITABLY, BECOME DARK PHOENIX.
THE PHOENIX IS A COSMIC POWER. IT CAN NEITHER BE CONTAINED NOR CONTROLLED -- ESPECIALLY BY A HUMAN VESSEL. RETURN IT TO THE COSMOS WHICH IS ITS HOME.
KILL ME!
NO!
IT DOESN'T HAVE TO BE LIKE THIS!
YOU HAVE AN INTELLECT, JEAN, A WILL, A SOUL -- USE THEM! FIGHT THIS DARK SIDE OF YOURSELF! WE'LL HELP YOU!
THE POWER...
...CHANGING ME -- IT'S TOO SOON!
JEAN -- WAIT!!
YOU'RE NOT GIVING US ANY CHOICE!
THE CHOICE WAS NEVER YOURS TO BEGIN WITH.
TELEKINETIC FORCE BOLT --! I CAN'T MOVE!
YOU SEE, SCOTT? I TOLD YOU.
JEAN TO PHOENIX TO DARK PHOENIX -- A PROGRESSION AS INEVITABLE AS DEATH.
YOU OF ALL PEOPLE SHOULD KNOW HOW I FEEL, THROUGH THE PSIONIC RAPPORT WE SHARE.
I'M SCARED, SCOTT. I'M HANGING ON BY MY FINGERNAILS. I CAN FEEL THE PHOENIX WITHIN ME, TAKING OVER. PART OF ME... WELCOMES IT.


YOU WANT ME TO FIGHT? I HAVE. I AM--WITH ALL MY STRENGTH.
BUT I CAN'T FORGET THAT I KILLED AN ENTIRE WORLD--FIVE BILLION PEOPLE--AS CASUALLY, AS UNTHINKINGLY, AS YOU WOULD CRUMPLE A PIECE OF PAPER. I WANT NO MORE DEATHS ON MY CONSCIENCE.
YOUR WAY, I'D HAVE TO STAY COMPLETELY IN CONTROL OF MYSELF EVERY SECOND OF EVERY DAY FOR THE REST OF MY IMMORTAL LIFE.
MAYBE I COULD DO IT. BUT IF I SLIPPED, EVEN FOR AN INSTANT, IF I ... FAILED...

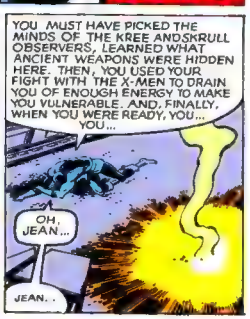
...IF EVEN ONE MORE PERSON DIED AT MY HANDS...
IT'S BETTER THIS WAY. QUICK. CLEAN. FINAL.
I LOVE YOU, SCOTT.

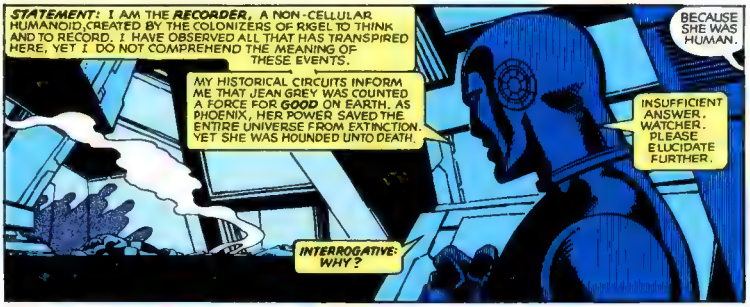
A PART OF ME WILL ALWAYS BE WITH YOU.
JEAN, NO. DON'T!
NO!

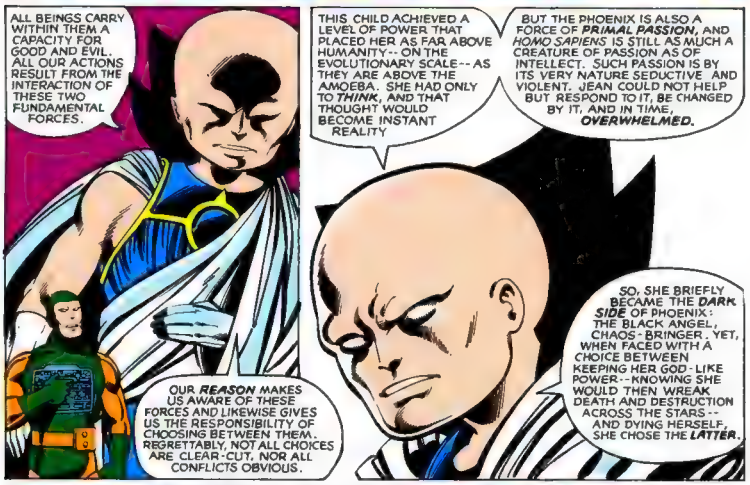
SCOTT!
JEAN!

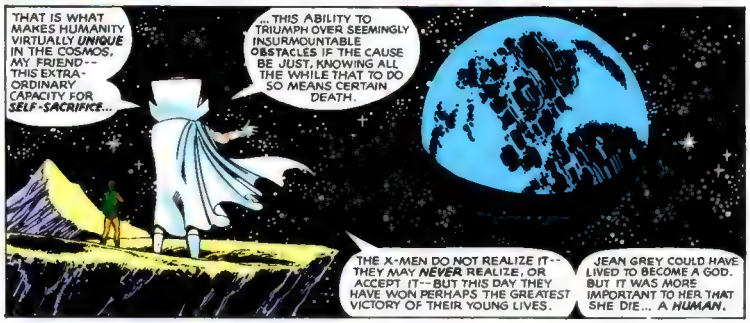
YOU... PLANNED THIS, DIDN'T YOU?! FROM THE MOMENT WE LANDED ON THE MOON. YOU SHIELDED YOUR INTENTIONS FROM OUR RAPPORT, BUT JUST THE SAME I SHOULD HAVE GUESSED. I SHOULD HAVE REALIZED...

...THAT YOU COULD NOT BECOME DARK PHOENIX AND REMAIN TRUE TO YOUR SELF, THE JEAN GREY I KNEW, AND FELL IN LOVE WITH. SO, YOU TOOK STEPS TO ENSURE THAT, IF LILANDRA COULDN'T STOP YOU, YOU'D DO THE JOB YOURSELF.


YOU MUST HAVE PICKED THE MINDS OF THE KREE AND SKRULL OBSERVERS. LEARNED WHAT ANCIENT WEAPONS WERE HIDDEN HERE. THEN, YOU USED YOUR FIGHT WITH THE X-MEN TO DRAIN YOU OF ENOUGH ENERGY TO MAKE YOU VULNERABLE. AND, FINALLY, WHEN YOU WERE READY, YOU... YOU...
OH, JEAN...
JEAN..


STATEMENT: I AM THE RECORDER, A NON-CELLULAR HUMANOID, CREATED BY THE COLONIZERS OF RIGEL TO THINK AND TO RECORD. I HAVE OBSERVED ALL THAT HAS TRANSPIRED HERE, YET I DO NOT COMPREHEND THE MEANING OF THESE EVENTS.
MY HISTORICAL CIRCUITS INFORM ME THAT JEAN GREY WAS COUNTED A FORCE FOR GOOD ON EARTH. AS PHOENIX, HER POWER SAVED THE ENTIRE UNIVERSE FROM EXTINCTION. YET SHE WAS HOUNDED UNTO DEATH.
INTERROGATIVE: WHY?
BECAUSE SHE WAS HUMAN.
INSUFFICIENT ANSWER, WATCHER. PLEASE ELUCIDATE FURTHER.


ALL BEINGS CARRY WITHIN THEM A CAPACITY FOR GOOD AND EVIL. ALL OUR ACTIONS RESULT FROM THE INTERACTION OF THESE TWO FUNDAMENTAL FORCES.
OUR REASON MAKES US AWARE OF THESE FORCES AND LIKEWISE GIVES US THE RESPONSIBILITY OF CHOOSING BETWEEN THEM. REGRETTABLY, NOT ALL CHOICES ARE CLEAR-CUT, NOR ALL CONFLICTS OBVIOUS.
THIS CHILD ACHIEVED A LEVEL OF POWER THAT PLACED HER AS FAR ABOVE HUMANITY--ON THE EVOLUTIONARY SCALE--AS THEY ARE ABOVE THE AMOEBA. SHE HAD ONLY TO THINK, AND THAT THOUGHT WOULD BECOME INSTANT REALITY
BUT THE PHOENIX IS ALSO A FORCE OF PRIMAL PASSION, AND HOMO SAPIENS IS STILL AS MUCH A CREATURE OF PASSION AS OF INTELLECT. SUCH PASSION IS BY ITS VERY NATURE SEDUCTIVE AND VIOLENT. JEAN COULD NOT HELP BUT RESPOND TO IT, BE CHANGED BY IT, AND IN TIME, OVERWHELMED.
SO, SHE BRIEFLY BECAME THE DARK SIDE OF PHOENIX: THE BLACK ANGEL, CHAOS-BRINGER. YET, WHEN FACED WITH A CHOICE BETWEEN KEEPING HER GOD-LIKE POWER--KNOWING SHE WOULD THEN WREAK DEATH AND DESTRUCTION ACROSS THE STARS--AND DYING HERSELF, SHE CHOSE THE LATTER.


THAT IS WHAT MAKES HUMANITY VIRTUALLY UNIQUE IN THE COSMOS, MY FRIEND--THIS EXTRAORDINARY CAPACITY FOR SELF-SACRIFICE...
...THIS ABILITY TO TRIUMPH OVER SEEMINGLY INSURMOUNTABLE OBSTACLES IF THE CAUSE BE JUST, KNOWING ALL THE WHILE THAT TO DO SO MEANS CERTAIN DEATH.
THE X-MEN DO NOT REALIZE IT--THEY MAY NEVER REALIZE, OR ACCEPT IT--BUT THIS DAY THEY HAVE WON PERHAPS THE GREATEST VICTORY OF THEIR YOUNG LIVES.
JEAN GREY COULD HAVE LIVED TO BECOME A GOD. BUT IT WAS MORE IMPORTANT TO HER THAT SHE DIE... A HUMAN.

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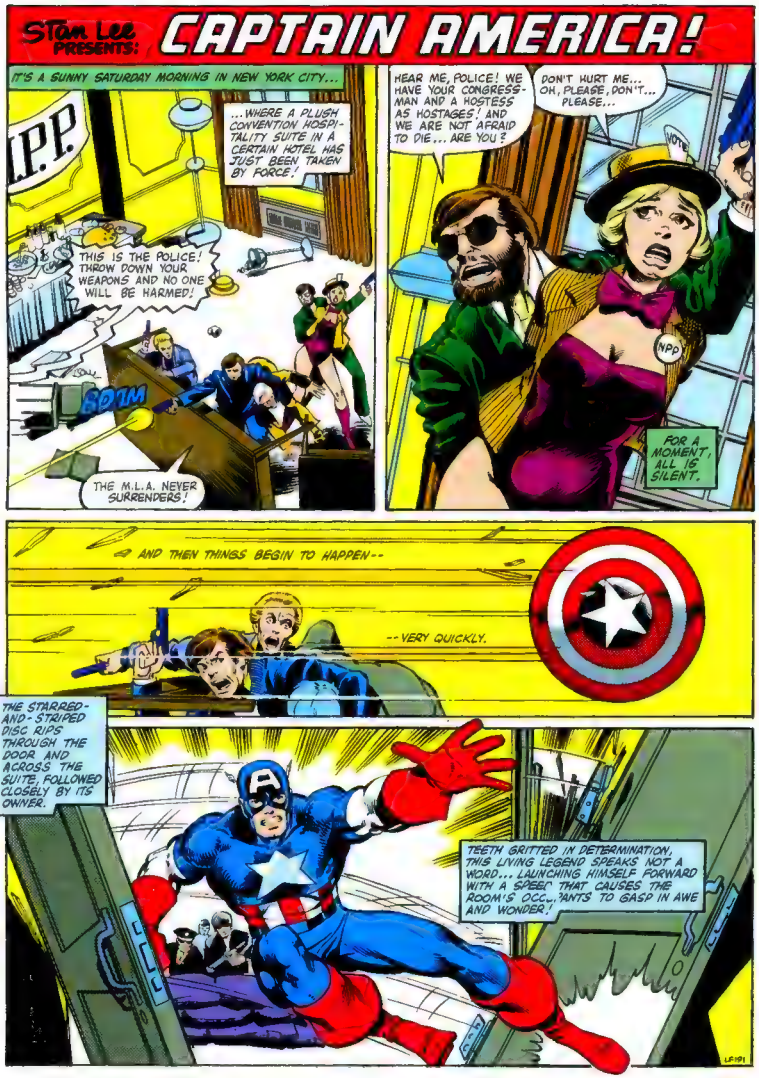
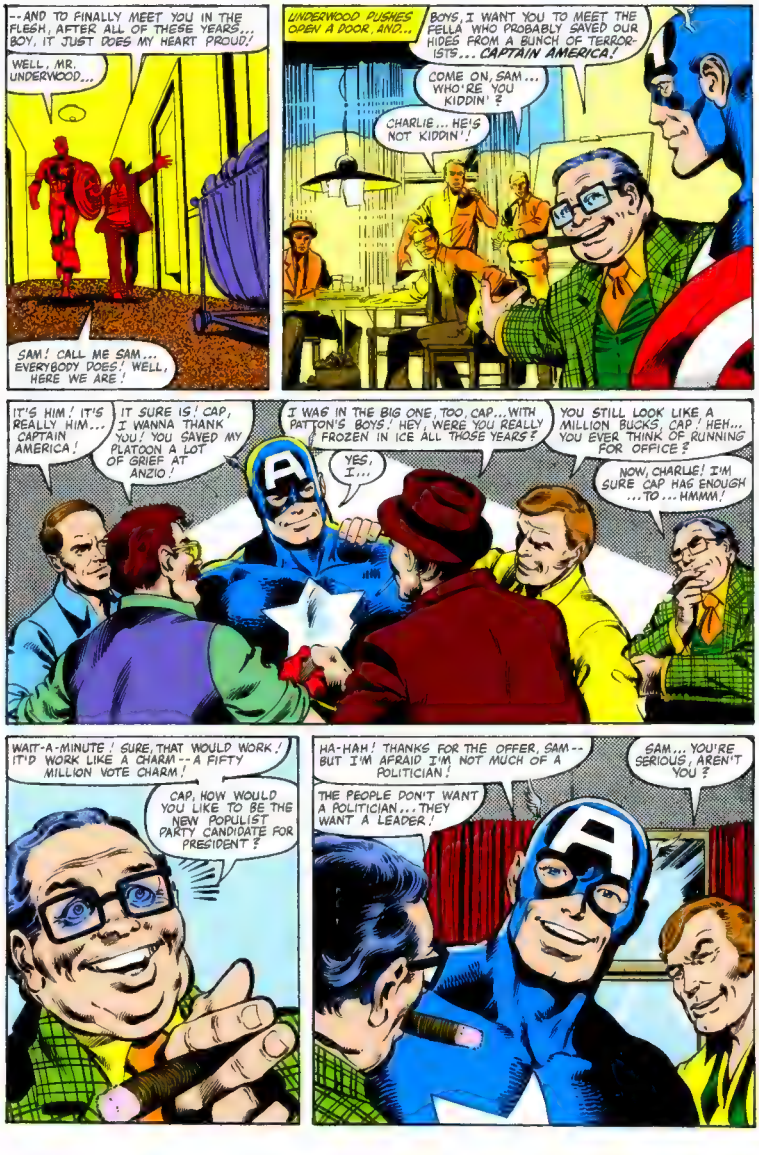
CAPTAIN AMERICA®


Stan Lee PRESENTS:
CAPTAIN AMERICA!
IT'S A SUNNY SATURDAY MORNING IN NEW YORK CITY...
I.P.P.
...WHERE A PLUSH CONVENTION HOSPITALITY SUITE IN A CERTAIN HOTEL HAS JUST BEEN TAKEN BY FORCE!
THIS IS THE POLICE! THROW DOWN YOUR WEAPONS AND NO ONE WILL BE HARMED!
BOOM
THE M.L.A. NEVER SURRENDERS!
HEAR ME, POLICE! WE HAVE YOUR CONGRESSMAN AND A HOSTESS AS HOSTAGES! AND WE ARE NOT AFRAID TO DIE... ARE YOU?
DON'T HURT ME... OH, PLEASE, DON'T... PLEASE...
I.P.P.
FOR A MOMENT, ALL IS SILENT.
AND THEN THINGS BEGIN TO HAPPEN--
--VERY QUICKLY.
THE STARRED-AND-STRIPED DISC RIPS THROUGH THE DOOR AND ACROSS THE SUITE, FOLLOWED CLOSELY BY ITS OWNER.
TEETH GRITTED IN DETERMINATION, THIS LIVING LEGEND SPEAKS NOT A WORD... LAUNCHING HIMSELF FORWARD WITH A SPEED THAT CAUSES THE ROOM'S OCCUPANTS TO GASP IN AWE AND WONDER!
LF101

HE IS ACROSS THE ROOM, VAULTING OVER THE MAKESHIFT BARRICADE IN AN INSTANT!
TO THE TERRORISTS, IT SEEMS ALMOST AS IF TIME IS STANDING STILL, THE AVENGER MOVES SO FAST!
AS THE FIRST GUNMAN GOES DOWN, HIS HOSTAGE MOUTHS A SILENT PRAYER AND DROPS TO THE FLOOR!
SEEMINGLY WITHOUT EFFORT, THIS ONE-MAN STRIKE FORCE TAKES OUT THE SECOND TERRORIST AND SETS HIS EYES ON THE THIRD.
AND THAT FINAL GUNMAN -- DESPITE HIS BOAST -- FEELS HIS BLOOD RUN COLD!
IN SUCH A SITUATION, MOST MEN WOULD HESITATE, FEARING TO MAKE ANOTHER MOVE, LEST THE HOSTAGE BE HARMED.
BUT THIS MAN IS THE VETERAN OF A THOUSAND BATTLES. HE KNOWS EXACTLY WHEN TO ACT, SO THAT THE LIFE IS SAVED...
BOOM!!!
...AND THE TERROR IS ENDED!
HE IS CAPTAIN AMERICA! NO MORE NEED BE SAID!
THE BATTLE IS OVER... THREE-POINT SEVEN SECONDS AFTER IT BEGAN!
CONGRESSMAN GUNDERSEN? I'M AGENT ZIMMER... F.B.I. ARE YOU ALL RIGHT?
Y-YES, I BELIEVE SO BUT IF CAPTAIN AMERICA HADN'T ARRIVED WHEN HE DID--!
I WAS GLAD TO LEND A HAND, SIR! IT'S JUST LUCKY I WAS IN THE AREA WHEN THIS RUCKUS STARTED!
THERE, THERE, MISS! IT'S ALL RIGHT!
N.P.
NPP

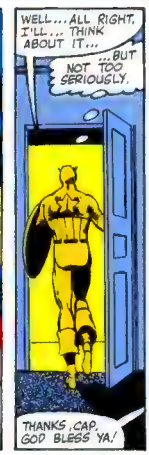
I'D LIKE TO ADD MY THANKS, CAP. THERE'S NO TELLING HOW MANY LIVES WE'D HAVE LOST, IF YOU HADN'T STEPPED IN!
I'D LIKE TO KNOW THE ANSWER TO THAT ONE MYSELF!
I JUST WISH ENCOUNTERS LIKE THIS WEREN'T NECESSARY, ZIMMER. WHEN WILL MEN LEARN THAT NO CAUSE JUSTIFIES TERRORISM?
LOOKS LIKE THESE BOYS WERE REALLY PLAYING FOR KEEPS! THE BOMB SQUAD FOUND ENOUGH PLASTIQUE EXPLOSIVES ON THEM TO BLOW UP THE ENTIRE CONVENTION!
AT THAT MOMENT...
'SCUSE ME... LET ME THROUGH!
SORRY, SIR! BUT UNLESS YOU'RE WITH THE CONVENTION...
SONNY, I AM THE CONVENTION!
CAP, THIS IS A REAL HONOR... A REAL HONOR, YESSIR! I'M SAMUEL T. UNDERWOOD, THE N.P.P. CONVENTION CHAIRMAN!
THE NEW POPULIST PARTY OWES YOU A GREAT DEBT! IN FACT, I'D SAY, THE NATION OWES YOU, SIR!
I OWE THE NATION, MR. UNDERWOOD, IT'S BEEN VERY GOOD TO ME!
WE MAY HAVE OUR PROBLEMS -- BUT WE'RE STILL THE LAND OF THE FREE!
BY GOLLY, IT SOUNDS GOOD TO HEAR SOMEONE SAY THAT WITH CONVICTION!
WELL, I SUPPOSE I COULD... IF I'M NOT NEEDED HERE.
WE CAN HANDLE THE CLEAN-UP, CAP... GO ON AHEAD!
COULD YOU COME SAY HELLO TO MY STAFF? IT WOULD MEAN A LOT TO THEM!
I'M NOT ASHAMED TO SAY THAT MEETING YOU IS A BIG THRILL FOR ME, CAP!
YA KNOW, I CAN STILL REMEMBER THE OLD PATHE NEWSREELS OF YOU IN ACTION DURING THE WAR--


--AND TO FINALLY MEET YOU IN THE FLESH, AFTER ALL OF THESE YEARS... BOY, IT JUST DOES MY HEART PROUD!
WELL, MR. UNDERWOOD...
SAM! CALL ME SAM... EVERYBODY DOES! WELL, HERE WE ARE!
UNDERWOOD PUSHES OPEN A DOOR, AND...
BOYS, I WANT YOU TO MEET THE FELLA WHO PROBABLY SAVED OUR HIDES FROM A BUNCH OF TERRORISTS... CAPTAIN AMERICA!
COME ON, SAM... WHO'RE YOU KIDDIN'?
CHARLIE... HE'S NOT KIDDIN'!
IT'S HIM! IT'S REALLY HIM... CAPTAIN AMERICA!
IT SURE IS! CAP, I WANNA THANK YOU! YOU SAVED MY PLATOON A LOT OF GRIEF AT ANZIO!
I WAS IN THE BIG ONE, TOO, CAP... WITH PATTON'S BOYS! HEY, WERE YOU REALLY FROZEN IN ICE ALL THOSE YEARS?
YES, I...
YOU STILL LOOK LIKE A MILLION BUCKS, CAP! HEH... YOU EVER THINK OF RUNNING FOR OFFICE?
NOW, CHARLIE! I'M SURE CAP HAS ENOUGH ...TO... HMMM!
WAIT-A-MINUTE! SURE, THAT WOULD WORK! IT'D WORK LIKE A CHARM--A FIFTY MILLION VOTE CHARM!
CAP, HOW WOULD YOU LIKE TO BE THE NEW POPULIST PARTY CANDIDATE FOR PRESIDENT?
HA-HAH! THANKS FOR THE OFFER, SAM-- BUT I'M AFRAID I'M NOT MUCH OF A POLITICIAN!
THE PEOPLE DON'T WANT A POLITICIAN... THEY WANT A LEADER!
SAM... YOU'RE SERIOUS, AREN'T YOU?

YOU'RE DARNED RIGHT, I'M SERIOUS! LOOK AT US... WE FORMED THE NEW POPULIST PARTY THREE YEARS AGO WITH THE IDEA OF GIVING THE PEOPLE A VIABLE POLITICAL ALTERNATIVE!
AND WHAT DO WE HAVE TO OFFER AS PRESIDENTIAL MATERIAL THIS YEAR? THE SAME TYPE OF POLITICAL IDIOTS THE DEMOS AND G.O.P. KEEP PUTTING UP!
WE'RE NOT A THIRD PARTY... WE'RE JUST A FEEBLE ECHO... A JOKE!
THE PEOPLE WANT A CHANGE, CAP... AND YOU COULD BE THAT CHANGE!
GOV. EDWARDS
SEN. GERRAR

YOU KNOW... YOU'RE RIGHT! IT JUST MIGHT WORK!
NO "MIGHT" ABOUT IT -- IT *WILL* WORK! WHO COULD REFUSE TO VOTE FOR CAPTAIN AMERICA?
BUT...
YEAH... A REAL LEADER FOR PRESIDENT, PEOPLE WOULDN'T HAVE TO SETTLE FOR THE LESSER OF TWO EVILS -- THEY'D ACTUALLY HAVE SOMEONE TO VOTE *FOR!*
SAY YOU'LL DO IT, CAP -- PLEASE SAY YOU'LL DO IT!

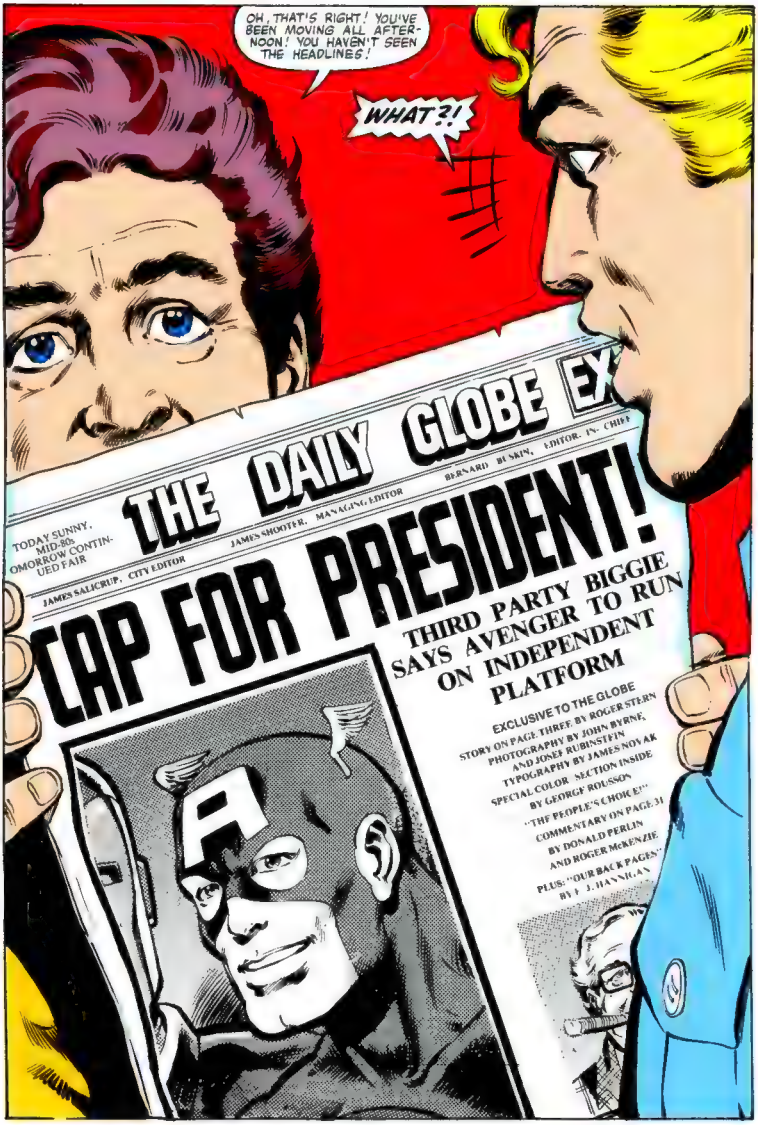
LOOK, I'M REALLY VERY FLATTERED, BUT I COULDN'T -- !
CAP, I KNOW YOU'VE GOT YOUR CAREER -- BUT THERE MUST BE OTHER AVENGERS WHO CAN PICK UP YOUR WORK LOAD!
WE *NEED* A MAN LIKE YOU! AT LEAST PROMISE ME THAT YOU'LL THINK ABOUT IT!

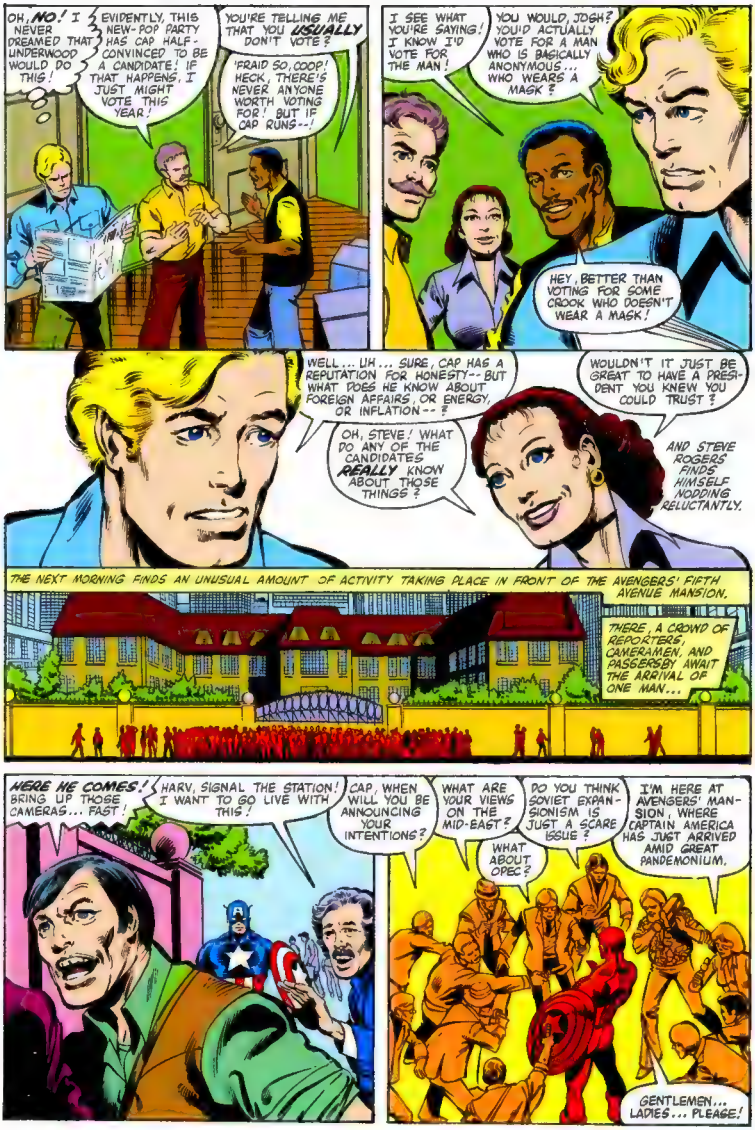

WELL... ALL RIGHT, I'LL... THINK ABOUT IT...
...BUT NOT TOO SERIOUSLY.
THANKS, CAP. GOD BLESS YA!

WELL, SO MUCH FOR THAT IDEA! WE'LL NEVER CONVINCE HIM TO RUN!
WE WON'T HAVE TO, MARTY! THE AMERICAN PEOPLE WILL CONVINCE HIM FOR US!
WELL? DON'T JUST STAND THERE -- START HAVING CAP BUTTONS AND POSTERS MADE UP!
IF I WORK THIS RIGHT, CAP'S SENSE OF DUTY WILL FORCE HIM TO RUN!
HELLO, *DAILY GLOBE?* HAVE I GOT A STORY FOR YOU!

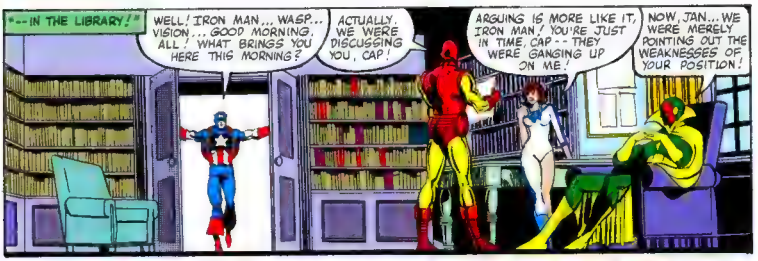
MINUTES LATER, IN THE BROOKLYN HEIGHTS APARTMENT OF STEVE ROGERS...
I STILL CAN'T BELIEVE THAT THEY'D CONSIDER RUNNING A CANDIDATE WHO HAS NO EXPERIENCE IN GOVERNMENT!
HMM... JUDGING FROM THE SHIFTING OF THE FLOORBOARDS, I'M ABOUT TO GET A VISITOR. I'D BETTER STASH MY SHIELD!
THAT'S THE NICE THING ABOUT OLDER BUILDINGS... THEY ALWAYS LET YOU KNOW WHEN COMPANY'S COMING!
GOOD MORNING, JOSH!
OH! 'MORNING, STEVE! YOU READY FOR A DAY OF MANUAL LABOR?
I'VE BEEN LOOKING FORWARD TO IT!
GOOD! UH, SAY... BEFORE I FORGET AGAIN... THIS LETTER CAME FOR YOU THE OTHER DAY. LOOKS LIKE IT COULD BE IMPORTANT!
OH?
THIS IS SOME SORT OF QUESTIONNAIRE FROM THE DEPARTMENT OF THE ARMY, "WE ARE UPDATING OUR FILES ... PLEASE FILL OUT IN TRIPLICATE... ETCETERA, ETCETERA."
YEP, SAME OLD ARMY! SOME THINGS NEVER CHANGE!
--BUT KNOWING THE ARMY, I DOUBT THAT IT'S VERY URGENT.
I'LL FILL THIS OUT LATER, JOSH. I DON'T KNOW WHY THEY WANT ALL THIS INFO --
AND SO...
HAVE NO FEAR, LADY ROSENTHAL-- 'CAUSE COOPER AND ROGERS ARE HERE ON THE BALL! WE'LL MOVE YOU IN QUICK AND FAST AND ON TIME... AND IT WON'T EVEN COST YOU ONE THIN DIME!
SO SPEAKS A GRADUATE OF THE MUHAMMAD ALI SCHOOL OF POETRY! HI, STEVE!
HELLO, BERNIE! I JUST HOPE OUR BUDDY'S BACK IS IN BETTER SHAPE THAN HIS VERSE ... LOOKS LIKE YOU HAVE QUITE A LOAD HERE!

INDEED, SEVERAL HOURS LATER...
MAN, I THOUGHT WE'D NEVER GET FINISHED! HOW DOES STEVE DO IT? HE'S CARRIED IN AT LEAST TWICE WHAT I DID, AND HE'S NOT EVEN BREATHING HEAVY!
THIS IS THE LAST OF THE BOXES, BERNIE. WHERE DO YOU WANT IT?
JUST SET IT DOWN ANYWHERE, STEVE. I'LL UNPACK EVERYTHING LATER.
IS THERE ANYTHING ELSE I CAN DO?
MMM... I CAN THINK OF SEVERAL THINGS! BUT FOR NOW, WHY DON'T YOU SIT DOWN AND HAVE SOME COFFEE?
THE COFFEE INSPIRES CONVERSATION, AND THE CONVERSATION TURNS TOWARD THE INEVITABLE TOPICS...
YEAH, I ALWAYS THOUGHT LOCAL ELECTIONS WERE MORE INTERESTING THAN NATIONAL. WHO DO YOU LIKE FOR CONGRESS, STEVE?
I'M EMBARRASSED TO ADMIT IT, BUT I'M NOT SURE WHO MY CONGRESSMAN IS!
ME, TOO -- AND I USED TO BE SO POLITICAL IN COLLEGE!
I'LL SAY! YOU WERE THE ORIGINAL CAMPUS ACTIVIST!
BUT WHAT DO YOU SAY WE CONTINUE THIS DEBATE OVER CHINESE FOOD?
HEY, IS THAT THE FAMOUS MIKE FARREL? NICE TO SEE YOU, MAN... NOW THAT EVERYTHING'S BEEN MOVED IN!
SORRY ABOUT THAT, COOP--
--BUT I WAS INVOLVED IN ANOTHER POLITICAL DISCUSSION DOWN AT THE FIREHOUSE AND LOST ALL TRACK OF TIME!
YOU... TALKING POLITICS?! I DON'T BELIEVE IT! YOU'RE THE MOST APOLITICAL MAN I KNOW!
NORMALLY, MAYBE! BUT WHEN I HEARD THE NEWS--!
NEWS? WHAT NEWS?


OH, THAT'S RIGHT! YOU'VE BEEN MOVING ALL AFTERNOON! YOU HAVEN'T SEEN THE HEADLINES!
WHAT?!
THE DAILY GLOBE EX
BERNARD BUSKIN, EDITOR-IN-CHIEF
JAMES SHOOTER, MANAGING EDITOR
JAMES SALICRUP, CITY EDITOR
TODAY SUNNY, MID-80s
OMORROW CONTINUED FAIR
CAP FOR PRESIDENT!
THIRD PARTY BIGGIE SAYS AVENGER TO RUN ON INDEPENDENT PLATFORM
EXCLUSIVE TO THE GLOBE
STORY ON PAGE THREE BY ROGER STERN
PHOTOGRAPHY BY JOHN BYRNE,
AND JONEE RUBINSTEIN
TYPOGRAPHY BY JAMES NOVAK
SPECIAL COLOR SECTION INSIDE
BY GEORGE ROUSSOS
"THE PEOPLE'S CHOICE"
COMMENTARY ON PAGE 31
BY DONALD PERLIN
AND ROGER McKENZIE
PLUS: "OUR BACK PAGES"
BY J. J. HANNIGAN


OH, NO! I NEVER DREAMED THAT UNDERWOOD WOULD DO THIS!
EVIDENTLY, THIS NEW-POP PARTY HAS CAP HALF-CONVINCED TO BE A CANDIDATE! IF THAT HAPPENS, I JUST MIGHT VOTE THIS YEAR!
YOU'RE TELLING ME THAT YOU USUALLY DON'T VOTE?
'FRAID SO, COOP! HECK, THERE'S NEVER ANYONE WORTH VOTING FOR! BUT IF CAP RUNS--!
I SEE WHAT YOU'RE SAYING! I KNOW I'D VOTE FOR THE MAN!
YOU WOULD, JOSH? YOU'D ACTUALLY VOTE FOR A MAN WHO IS BASICALLY ANONYMOUS... WHO WEARS A MASK?
HEY, BETTER THAN VOTING FOR SOME CROOK WHO DOESN'T WEAR A MASK!
WELL... UH... SURE, CAP HAS A REPUTATION FOR HONESTY-- BUT WHAT DOES HE KNOW ABOUT FOREIGN AFFAIRS, OR ENERGY, OR INFLATION--?
OH, STEVE! WHAT DO ANY OF THE CANDIDATES REALLY KNOW ABOUT THOSE THINGS?
WOULDN'T IT JUST BE GREAT TO HAVE A PRESIDENT YOU KNEW YOU COULD TRUST?
AND STEVE ROGERS FINDS HIMSELF NODDING RELUCTANTLY.
THE NEXT MORNING FINDS AN UNUSUAL AMOUNT OF ACTIVITY TAKING PLACE IN FRONT OF THE AVENGERS' FIFTH AVENUE MANSION.
THERE, A CROWD OF REPORTERS, CAMERAMEN, AND PASSERSBY AWAIT THE ARRIVAL OF ONE MAN...
HERE HE COMES! BRING UP THOSE CAMERAS... FAST!
HARV, SIGNAL THE STATION! I WANT TO GO LIVE WITH THIS!
CAP, WHEN WILL YOU BE ANNOUNCING YOUR INTENTIONS?
WHAT ARE YOUR VIEWS ON THE MID-EAST?
WHAT ABOUT OPEC?
DO YOU THINK SOVIET EXPANSIONISM IS JUST A SCARE ISSUE?
I'M HERE AT AVENGERS' MANSION, WHERE CAPTAIN AMERICA HAS JUST ARRIVED AMID GREAT PANDEMONIUM.
GENTLEMEN... LADIES... PLEASE!

I... UH... I'M IN A BIT OF A HURRY! AND I REALLY DON'T HAVE ANYTHING TO TELL YOU!
LATER ...ALL RIGHT?
CAP!
CAP!
CAP, WHEN WILL YOU--?
MAYBE I SHOULD CALL A PRESS CONFERENCE... BEFORE THIS GETS TOTALLY OUT OF HAND!
HELLO, JARVIS! ANY WORLD-SHAKING MENACES ON SCHEDULE FOR TODAY?
NO, MASTER CAP. BUT THERE ARE A NUMBER OF TELEGRAMS FOR YOU!
WHAT'S THIS? THE REPUBLICANS WANT ME TO BE THEIR CANDIDATE? AND... AND THE DEMOCRATS, TOO?!? THIS IS UNBELIEVABLE!
JARVIS, HAS THE WHOLE WORLD GONE CRAZY? WHAT NEXT?!
♫ HAPPY DAYS ARE HERE AGAIN! ♪?
HIYA, CAPPY!
I HEARD THE GOOD NEWS, AND I'M READY TO HIT THE CAMPAIGN TRAIL! I CAN GUARANTEE THAT YOU'LL SWEEP THE MUTANT VOTE!
OH, NO!
AND THEN, OF COURSE THERE ARE MY LADY FRIENDS! THEIR VOTES ALONE SHOULD CARRY NEW YORK!
BEAST, I'M NOT A CANDIDATE!
NOT YET, MAYBE--BUT YOU WILL BE! UH... WON'T YOU?
WHY ASK ME? I'M ONLY THE MAN WHO'S SUPPOSED TO BE RUNNING! WHO'D HAVE THOUGHT SO MANY PEOPLE WOULD BELIEVE WHAT THEY READ IN THE GLOBE?
IF ANYONE NEEDS ME, I'LL BE--

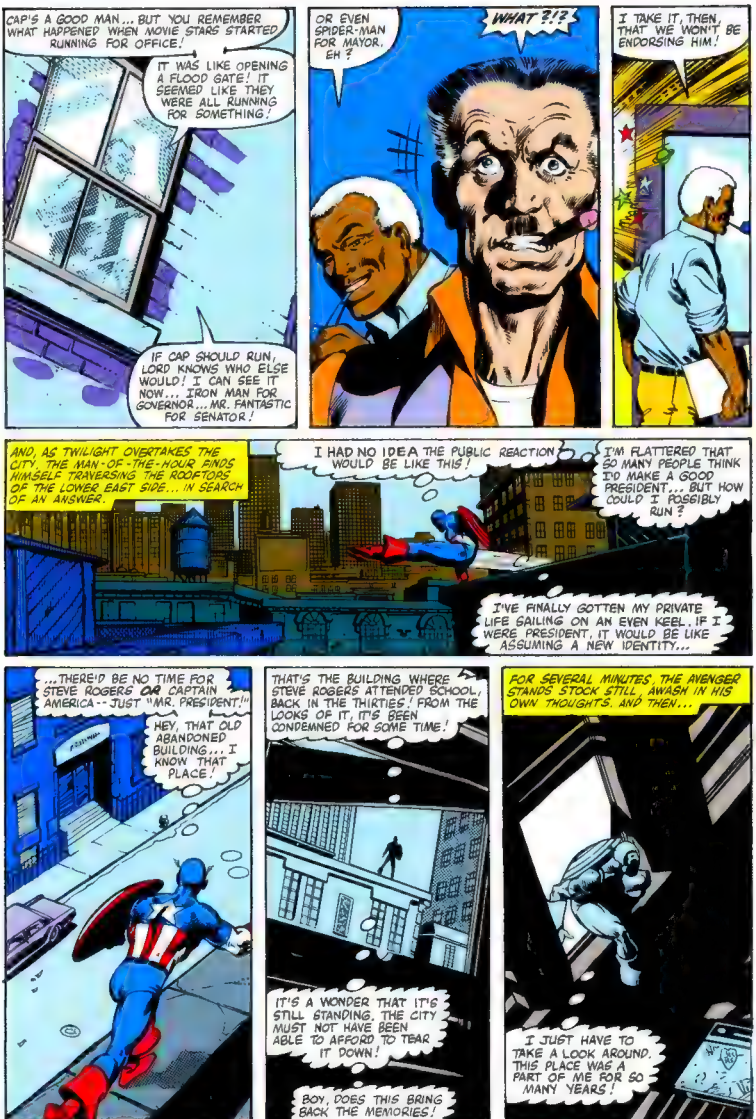

"--IN THE LIBRARY!"
WELL! IRON MAN... WASP... VISION... GOOD MORNING, ALL! WHAT BRINGS YOU HERE THIS MORNING?
ACTUALLY, WE WERE DISCUSSING YOU, CAP!
ARGUING IS MORE LIKE IT, IRON MAN! YOU'RE JUST IN TIME, CAP--THEY WERE GANGING UP ON ME!
NOW, JAN... WE WERE MERELY POINTING OUT THE WEAKNESSES OF YOUR POSITION!

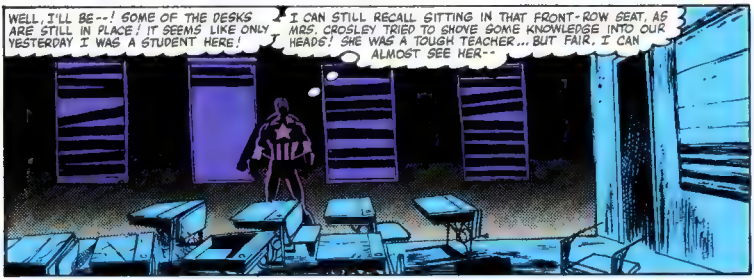
I'M SURE YOU CAN GUESS WHAT THIS COFFEE-KLATCH IS ALL ABOUT!
YOU'RE NOT SERIOUS ABOUT THIS PRESIDENTIAL NONSENSE, ARE YOU?
WELL, I'D HARDLY CALL THE PRESIDENCY "NONSENSE!" BUT--!
YOU TELL HIM, CAP! HE'S PROBABLY JEALOUS BECAUSE THEY DIDN'T ASK HIM!
THAT IS HARDLY A RATIONAL CONCLUSION, WASP! AFTER ALL, IRON MAN HAS ASKED TO STEP DOWN AS AVENGERS' CHAIRMAN... I HARDLY THINK HE HAS PUBLIC OFFICE IN MIND!
OH, I WAS JUST TEASING, VISION!

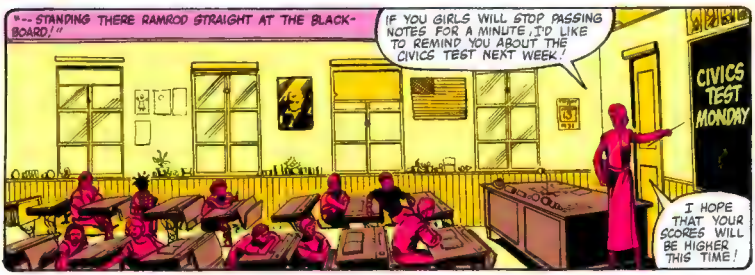
COME ON, CAP! YOU OF ALL PEOPLE SHOULD KNOW BETTER THAN TO GET MIXED UP IN POLITICS! YOU KNOW THE KIND OF RED TAPE AND CORRUPTION YOU'D BE FACED WITH!
YES, I KNOW--!
OH, DON'T LISTEN TO HIM! YOU'RE JUST THE KIND OF MAN THIS COUNTRY NEEDS! PEOPLE LOOK UP TO YOU... RESPECT YOU... TRUST YOU! WHEN WAS THE LAST TIME WE HAD A PRESIDENT LIKE THAT?
THANK YOU, JAN, BUT--!
THE QUESTION IS NOT ONE OF RESPECT, BUT OF QUALIFICATIONS! YOU ARE A MAN OUT OF TIME, CAP... WHO'S SOLUTIONS WILL NOT WORK FOR TODAY'S PROBLEMS!
LOOK--

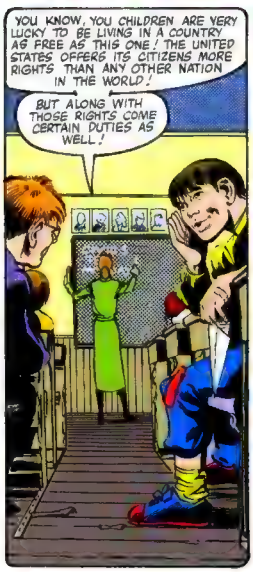
--NONE OF THIS CANDIDACY WAS MY IDEA! I APPRECIATE YOUR ADVICE, BUT I'M LIKE IRON MAN... I CAN'T BELIEVE ANYONE IS TAKING THIS SERIOUSLY!
PARDON ME, MASTER CAP, BUT THE WHITE HOUSE IS ON THE PHONE! THEY WISH TO KNOW IF YOU'LL BE NEEDING SECRET SERVICE PROTECTION!

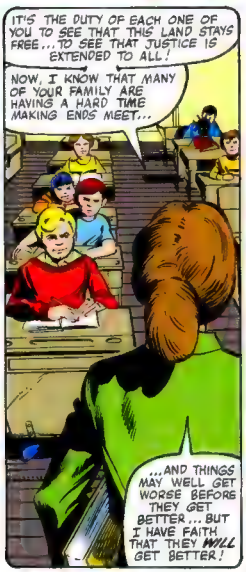
WHAT?! YOU MEAN THE PRESIDENT CONSIDERS CAP A VIABLE CANDIDATE?
HE SHOULD, MASTER IRON MAN... HIS PARTY DOES!
WHAT SHOULD I TELL THEM, SIR?
TELL THEM... I HAVE A LOT OF THINKING TO DO, JARVIS!
MEANWHILE, ON THE SIDEWALKS OF NEW YORK...
WE ASKED PASSERSBY THEIR REACTION TO REPORTS OF CAPTAIN AMERICA'S POSSIBLE CANDIDACY...
IT'S THE BEST NEWS I'VE HEARD SINCE THE MOON LANDING! I REMEMBER CAP FROM THE WAR YEARS! HE'S JUST WHAT WE NEED!
I'M SURE HE'D BE A GOOD LEADER, BUT WE KNOW SO LITTLE ABOUT HIM. WHERE DOES HE STAND ON MINORITY RIGHTS, ON AID TO EDUCATION, ON HOUSING?
GIMME A BREAK! THIS IS JUST ANOTHER ATTEMPT BY THE C.I.A. TO DEFRAUD THE ELECTORATE! I DON'T EVEN BELIEVE THERE IS A CAPTAIN AMERICA... I MEAN, I NEVER SEEN HIM!
BY THE NEXT DAY, THE SUBJECT OF CAP'S CANDIDACY IS ON THE MINDS OF ALL MANNER OF PEOPLE...
WHAT DO YA THINK, NICK?
DUM-DUM, I THINK I'D BETTER MAKE SURE I'M REGISTERED!
WELL, HE'D PROBABLY MAKE A BETTER PRESIDENT THAN FOGGY MADE A DISTRICT ATTORNEY.
FUNNY, I NEVER THOUGHT OF CAP AS THE POLITICAL TYPE!
INTERESTING. I PRAY TO THE VISHANTI THAT HE MAKES THE RIGHT DECISION.
AND, IN THE OFFICES OF NEW YORK'S DAILY BUGLE...
WHAT'S THE WORD, JONAH? WILL WE ENDORSE CAP IF HE DECIDES TO RUN?
WAR!
KENNEDY SHOT IN DALLAS
I DON'T KNOW, ROBBIE... I JUST DON'T KNOW.


CAP'S A GOOD MAN... BUT YOU REMEMBER WHAT HAPPENED WHEN MOVIE STARS STARTED RUNNING FOR OFFICE!
IT WAS LIKE OPENING A FLOOD GATE! IT SEEMED LIKE THEY WERE ALL RUNNNG FOR SOMETHING!
IF CAP SHOULD RUN, LORD KNOWS WHO ELSE WOULD! I CAN SEE IT NOW... IRON MAN FOR GOVERNOR... MR. FANTASTIC FOR SENATOR!
OR EVEN SPIDER-MAN FOR MAYOR. EH?
WHAT?!?
I TAKE IT, THEN, THAT WE WON'T BE ENDORSING HIM!
AND, AS TWILIGHT OVERTAKES THE CITY, THE MAN-OF-THE-HOUR FINDS HIMSELF TRAVERSING THE ROOFTOPS OF THE LOWER EAST SIDE... IN SEARCH OF AN ANSWER.
I HAD NO IDEA THE PUBLIC REACTION WOULD BE LIKE THIS!
I'M FLATTERED THAT SO MANY PEOPLE THINK I'D MAKE A GOOD PRESIDENT... BUT HOW COULD I POSSIBLY RUN?
I'VE FINALLY GOTTEN MY PRIVATE LIFE SAILING ON AN EVEN KEEL. IF I WERE PRESIDENT, IT WOULD BE LIKE ASSUMING A NEW IDENTITY...
...THERE'D BE NO TIME FOR STEVE ROGERS OR CAPTAIN AMERICA -- JUST "MR. PRESIDENT!"
HEY, THAT OLD ABANDONED BUILDING... I KNOW THAT PLACE!
THAT'S THE BUILDING WHERE STEVE ROGERS ATTENDED SCHOOL, BACK IN THE THIRTIES! FROM THE LOOKS OF IT, IT'S BEEN CONDEMNED FOR SOME TIME!
IT'S A WONDER THAT IT'S STILL STANDING. THE CITY MUST NOT HAVE BEEN ABLE TO AFFORD TO TEAR IT DOWN!
BOY, DOES THIS BRING BACK THE MEMORIES!
FOR SEVERAL MINUTES, THE AVENGER STANDS STOCK STILL, AWASH IN HIS OWN THOUGHTS. AND THEN...
I JUST HAVE TO TAKE A LOOK AROUND. THIS PLACE WAS A PART OF ME FOR SO MANY YEARS!

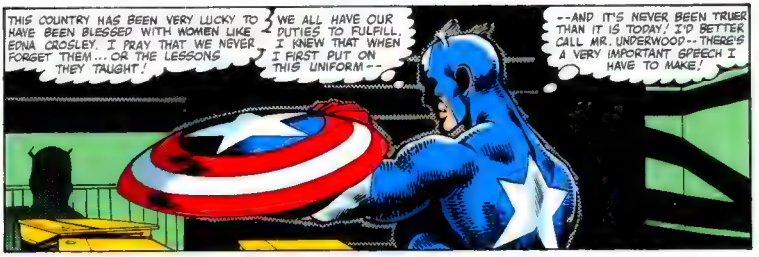

WELL, I'LL BE--! SOME OF THE DESKS ARE STILL IN PLACE! IT SEEMS LIKE ONLY YESTERDAY I WAS A STUDENT HERE!
I CAN STILL RECALL SITTING IN THAT FRONT-ROW SEAT, AS MRS. CROSLEY TRIED TO SHOVE SOME KNOWLEDGE INTO OUR HEADS! SHE WAS A TOUGH TEACHER... BUT FAIR. I CAN ALMOST SEE HER--

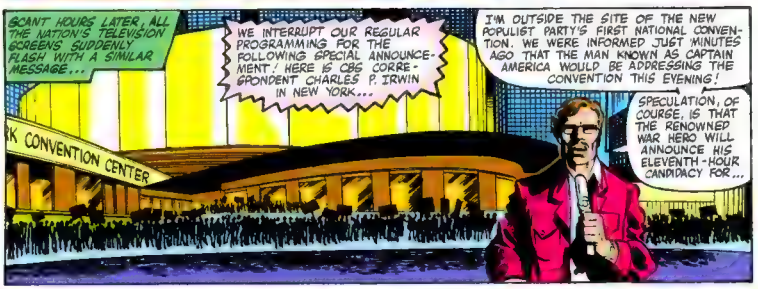

"--STANDING THERE RAMROD STRAIGHT AT THE BLACKBOARD!"
IF YOU GIRLS WILL STOP PASSING NOTES FOR A MINUTE, I'D LIKE TO REMIND YOU ABOUT THE CIVICS TEST NEXT WEEK!
CIVICS TEST MONDAY
I HOPE THAT YOUR SCORES WILL BE HIGHER THIS TIME!

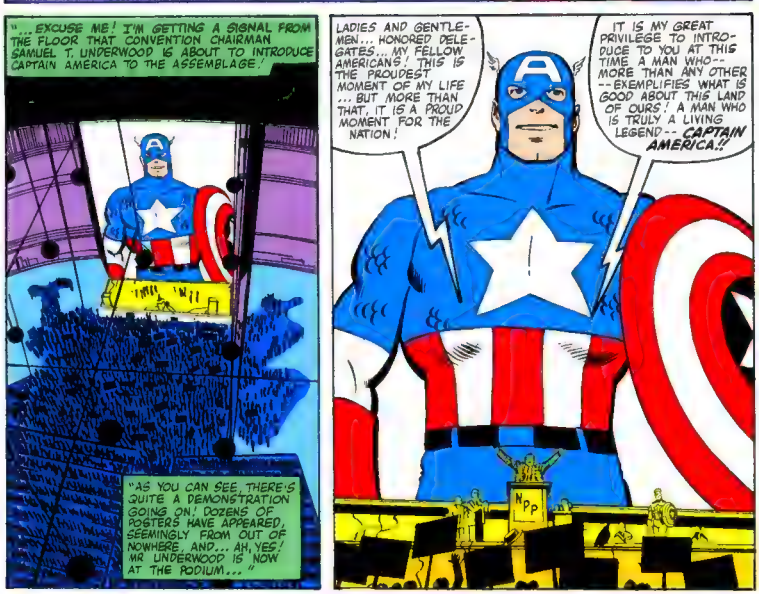

YOU KNOW, YOU CHILDREN ARE VERY LUCKY TO BE LIVING IN A COUNTRY AS FREE AS THIS ONE! THE UNITED STATES OFFERS ITS CITIZENS MORE RIGHTS THAN ANY OTHER NATION IN THE WORLD!
BUT ALONG WITH THOSE RIGHTS COME CERTAIN DUTIES AS WELL!


IT'S THE DUTY OF EACH ONE OF YOU TO SEE THAT THIS LAND STAYS FREE... TO SEE THAT JUSTICE IS EXTENDED TO ALL!
NOW, I KNOW THAT MANY OF YOUR FAMILY ARE HAVING A HARD TIME MAKING ENDS MEET...
...AND THINGS MAY WELL GET WORSE BEFORE THEY GET BETTER... BUT I HAVE FAITH THAT THEY WILL GET BETTER!

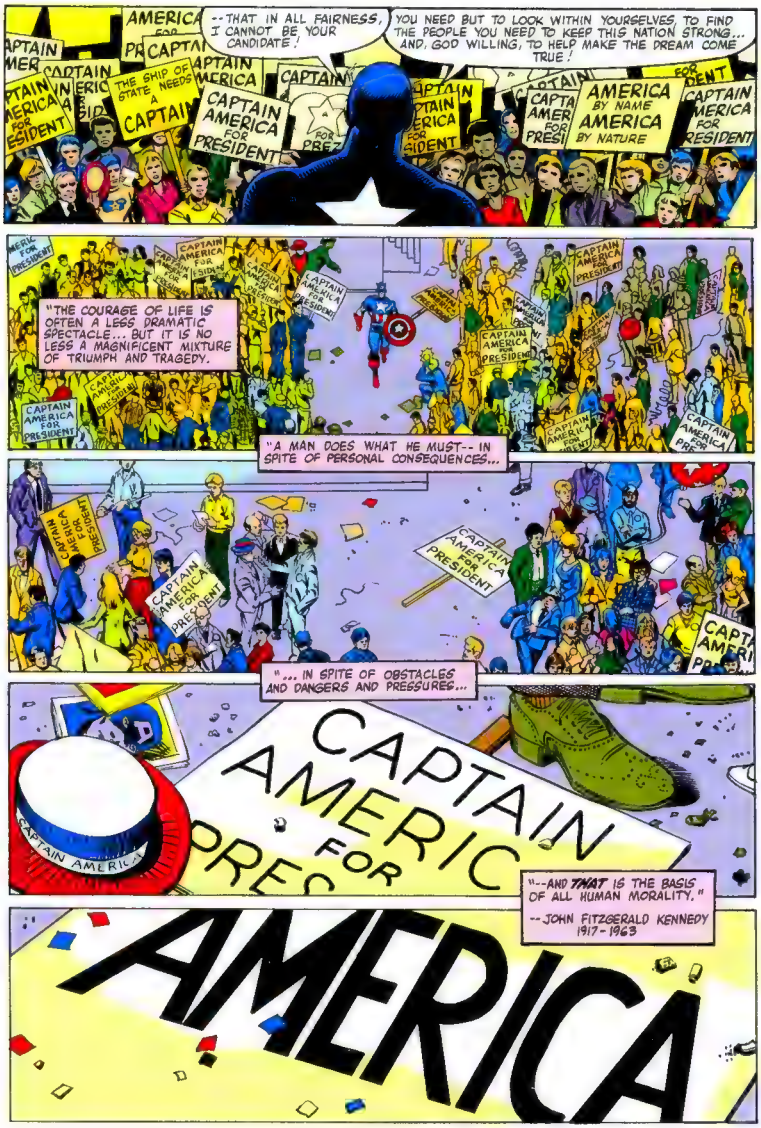
JUST AS I HAVE FAITH THAT YOU WILL COME TO THE AID OF YOUR COUNTRY WHEN DUTY CALLS, I PRAY THAT YOU DO THE RIGHT THING... THE BRAVE THING.
PLEASE DON'T LET ME DOWN.
I... I WON'T, MRS. CROSLEY.


THIS COUNTRY HAS BEEN VERY LUCKY TO HAVE BEEN BLESSED WITH WOMEN LIKE EDNA CROSLEY. I PRAY THAT WE NEVER FORGET THEM...OR THE LESSONS THEY TAUGHT!
WE ALL HAVE OUR DUTIES TO FULFILL. I KNEW THAT WHEN I FIRST PUT ON THIS UNIFORM--
--AND IT'S NEVER BEEN TRUER THAN IT IS TODAY! I'D BETTER CALL MR. UNDERWOOD--THERE'S A VERY IMPORTANT SPEECH I HAVE TO MAKE!


SCANT HOURS LATER, ALL THE NATION'S TELEVISION SCREENS SUDDENLY FLASH WITH A SIMILAR MESSAGE...
WE INTERRUPT OUR REGULAR PROGRAMMING FOR THE FOLLOWING SPECIAL ANNOUNCEMENT: HERE IS CBS CORRESPONDENT CHARLES P. IRWIN IN NEW YORK...
I'M OUTSIDE THE SITE OF THE NEW POPULIST PARTY'S FIRST NATIONAL CONVENTION. WE WERE INFORMED JUST MINUTES AGO THAT THE MAN KNOWN AS CAPTAIN AMERICA WOULD BE ADDRESSING THE CONVENTION THIS EVENING!
SPECULATION, OF COURSE, IS THAT THE RENOWNED WAR HERO WILL ANNOUNCE HIS ELEVENTH-HOUR CANDIDACY FOR...
K CONVENTION CENTER


"...EXCUSE ME! I'M GETTING A SIGNAL FROM THE FLOOR THAT CONVENTION CHAIRMAN SAMUEL T. UNDERWOOD IS ABOUT TO INTRODUCE CAPTAIN AMERICA TO THE ASSEMBLAGE.'
"AS YOU CAN SEE, THERE'S QUITE A DEMONSTRATION GOING ON! DOZENS OF POSTERS HAVE APPEARED, SEEMINGLY FROM OUT OF NOWHERE. AND... AH, YES! MR UNDERWOOD IS NOW AT THE PODIUM..."
LADIES AND GENTLEMEN... HONORED DELEGATES... MY FELLOW AMERICANS! THIS IS THE PROUDEST MOMENT OF MY LIFE ... BUT MORE THAN THAT, IT IS A PROUD MOMENT FOR THE NATION!
IT IS MY GREAT PRIVILEGE TO INTRODUCE TO YOU AT THIS TIME A MAN WHO--MORE THAN ANY OTHER--EXEMPLIFIES WHAT IS GOOD ABOUT THIS LAND OF OURS! A MAN WHO IS TRULY A LIVING LEGEND--CAPTAIN AMERICA!!
NPP

THE ARENA ERUPTS INTO A GREAT CACOPHONY OF CHEERS AND APPLAUSE. IT IS SEVERAL MINUTES BEFORE THE RED-WHITE-AND-BLUE AVENGER CAN MAKE HIMSELF BE HEARD!
FRIENDS! PLEASE, MAY I HAVE YOUR ATTENTION! WHAT I HAVE TO SAY WILL NOT TAKE LONG... BUT I HOPE IT WILL BE MEANINGFUL!
AS YOU'RE ALL WELL AWARE, THERE HAS BEEN A LOT OF TALK THESE PAST FEW DAYS... TALK TRIGGERED BY CERTAIN STORIES APPEARING IN THE PRESS.
I HAVE GIVEN MUCH THOUGHT TO THOSE STORIES... AND TO THE PUBLIC DISCUSSION THEY INSPIRED. I HAVE HAD TO FACE THE QUESTION OF WHETHER OR NOT I SHOULD BE A CANDIDATE FOR PRESIDENT OF THE UNITED STATES.
YOU'RE THE MAN, CAP!
YAY YAY YAH YAY YAY
ONCE AGAIN, CAP MUST WAIT FOR THE TUMULT TO DIE DOWN... AS I WAS SAYING, I GAVE THIS MUCH THOUGHT... AND I HAVE COME TO MY DECISION.
THE PRESIDENCY IS ONE OF THE MOST IMPORTANT JOBS IN THE WORLD. THE HOLDER OF THAT OFFICE MUST REPRESENT THE BEST INTERESTS OF AN ENTIRE NATION.
NPP
HE MUST BE READY TO NEGOTIATE--TO COMPROMISE--24 HOURS A DAY, TO PRESERVE THE REPUBLIC AT ALL COSTS!
I UNDERSTAND THIS... I APPRECIATE THIS... AND I REALIZE THE NEED TO WORK WITHIN SUCH A FRAMEWORK. BY THE SAME TOKEN--
--I HAVE WORKED AND FOUGHT ALL MY LIFE FOR THE GROWTH AND ADVANCEMENT OF THE AMERICAN DREAM. AND I BELIEVE THAT MY DUTY TO THE DREAM WOULD SEVERELY LIMIT ANY ABILITIES I MIGHT HAVE TO PRESERVE THE REALITY
WE MUST ALL LIVE IN THE REAL WORLD... AND SOMETIMES THAT WORLD CAN BE PRETTY GRIM. BUT IT IS THE DREAM... THE HOPE... THAT MAKES THE REALITY WORTH LIVING.
IN THE EARLY 1940'S, I MADE A PERSONAL PLEDGE TO UPHOLD THE DREAM... AND AS LONG AS THE DREAM REMAINS EVEN PARTIALLY UNFULFILLED, I CANNOT ABANDON IT!
AND SO I HOPE YOU CAN UNDERSTAND--


--THAT IN ALL FAIRNESS, I CANNOT BE YOUR CANDIDATE!
YOU NEED BUT TO LOOK WITHIN YOURSELVES, TO FIND THE PEOPLE YOU NEED TO KEEP THIS NATION STRONG... AND, GOD WILLING, TO HELP MAKE THE DREAM COME TRUE!
THE SHIP OF STATE NEEDS A CAPTAIN
CAPTAIN AMERICA FOR PRESIDENT
AMERICA BY NAME AMERICA BY NATURE
"THE COURAGE OF LIFE IS OFTEN A LESS DRAMATIC SPECTACLE... BUT IT IS NO LESS A MAGNIFICENT MIXTURE OF TRIUMPH AND TRAGEDY.
"A MAN DOES WHAT HE MUST-- IN SPITE OF PERSONAL CONSEQUENCES...
"... IN SPITE OF OBSTACLES AND DANGERS AND PRESSURES...
CAPTAIN AMERIC FOR PRES
CAPTAIN AMERICA
"--AND THAT IS THE BASIS OF ALL HUMAN MORALITY."
--JOHN FITZGERALD KENNEDY
1917-1963
AMERICA

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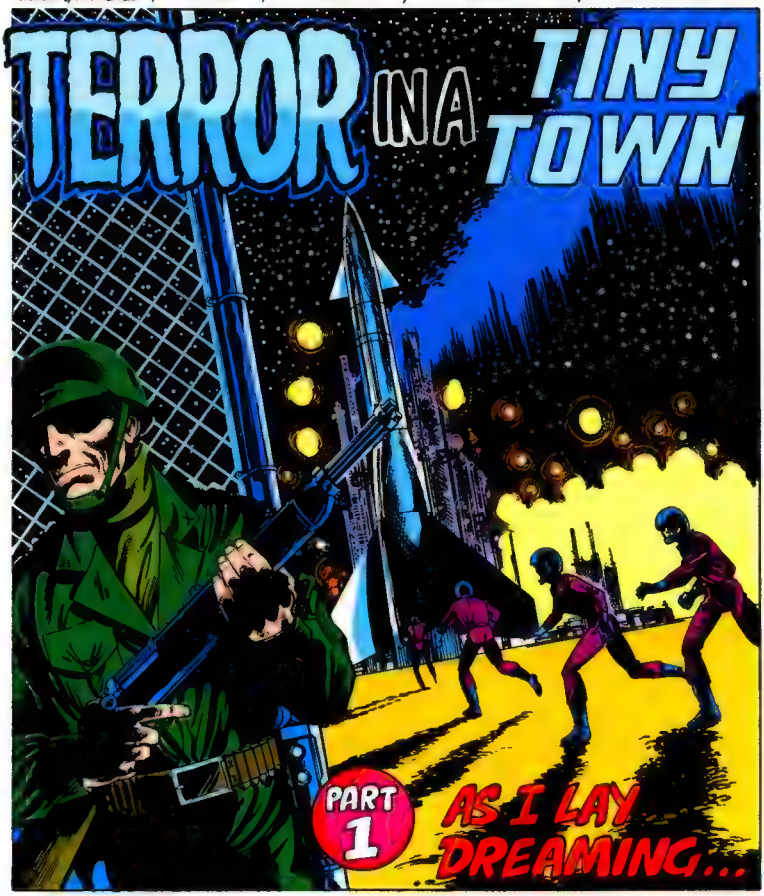
THE MARVEL® COMICS GROUP PROUDLY PRESENTS:
THE 20TH ANNIVERSARY OF THE FABULOUS
Fantastic Four
APPROVED BY THE COMICS CODE AUTHORITY
SPECIAL TRIPLE-SIZED ISSUE OF THE WORLD'S GREATEST COMIC MAGAZINE!
PLUS: AN ALL-NEW F.F. BLOCKBUSTER BY STAN (THE MAN) LEE AND JACK (KING) KIRBY!

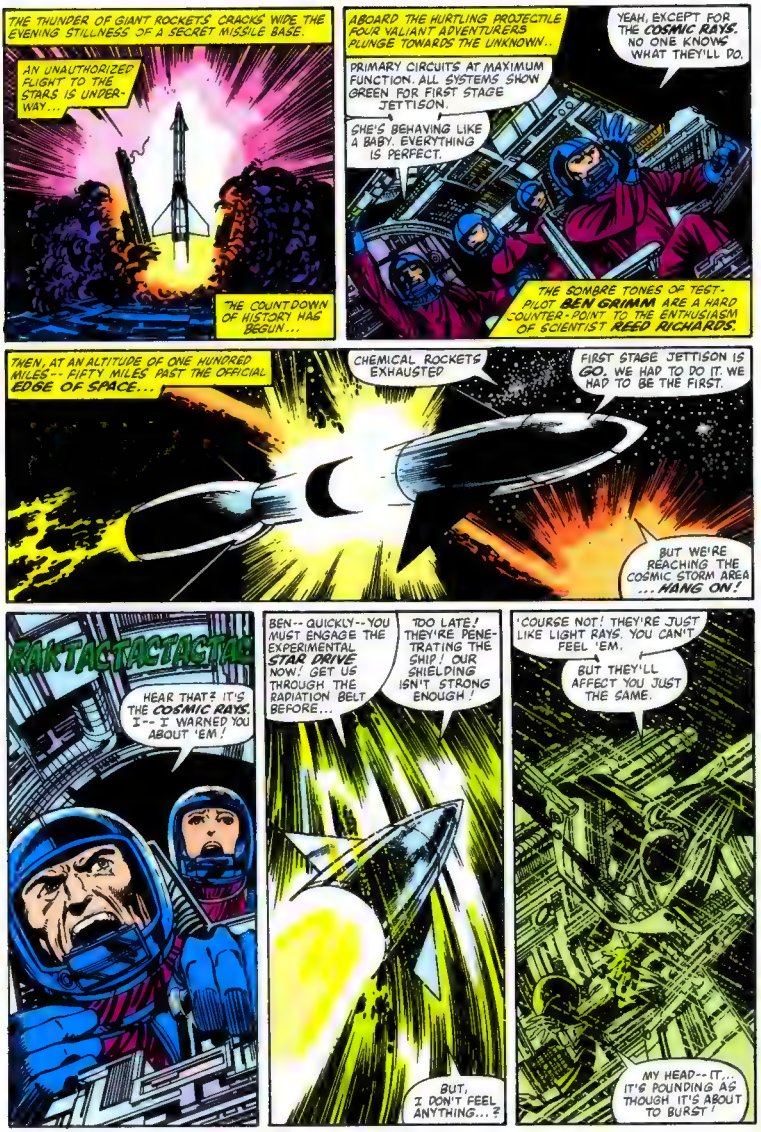
IN THE STAN LEE AND JACK KIRBY REVOLUTION OF THE SUPERHERO MARVEL WITH THE INTRODUCTION OF A NEW AND DARINGLY DIFFERENT GROUP OF SUPER HEROES. NOW WE PROUDLY INVITE YOU TO JOIN WITH US IN CELEBRATING THE 20TH ANNIVERSARY OF THE WORLD'S GREATEST COMIC MAGAZINE!

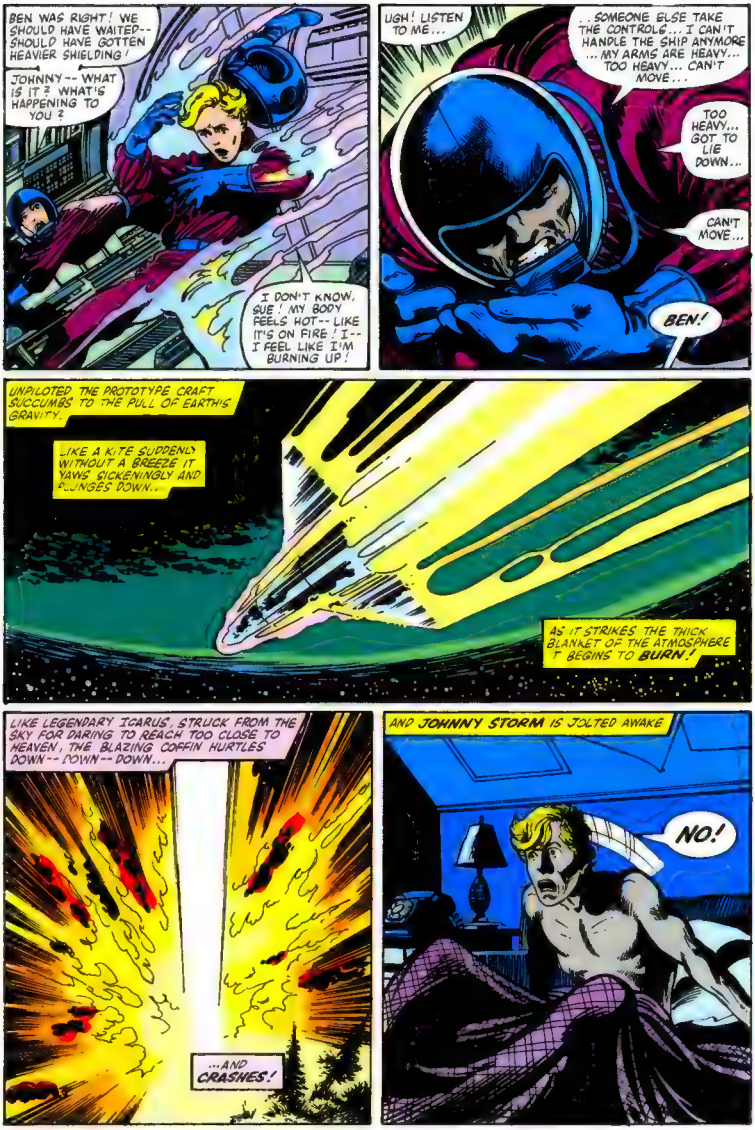
STAN LEE PRESENTS: THE FANTASTIC FOUR!

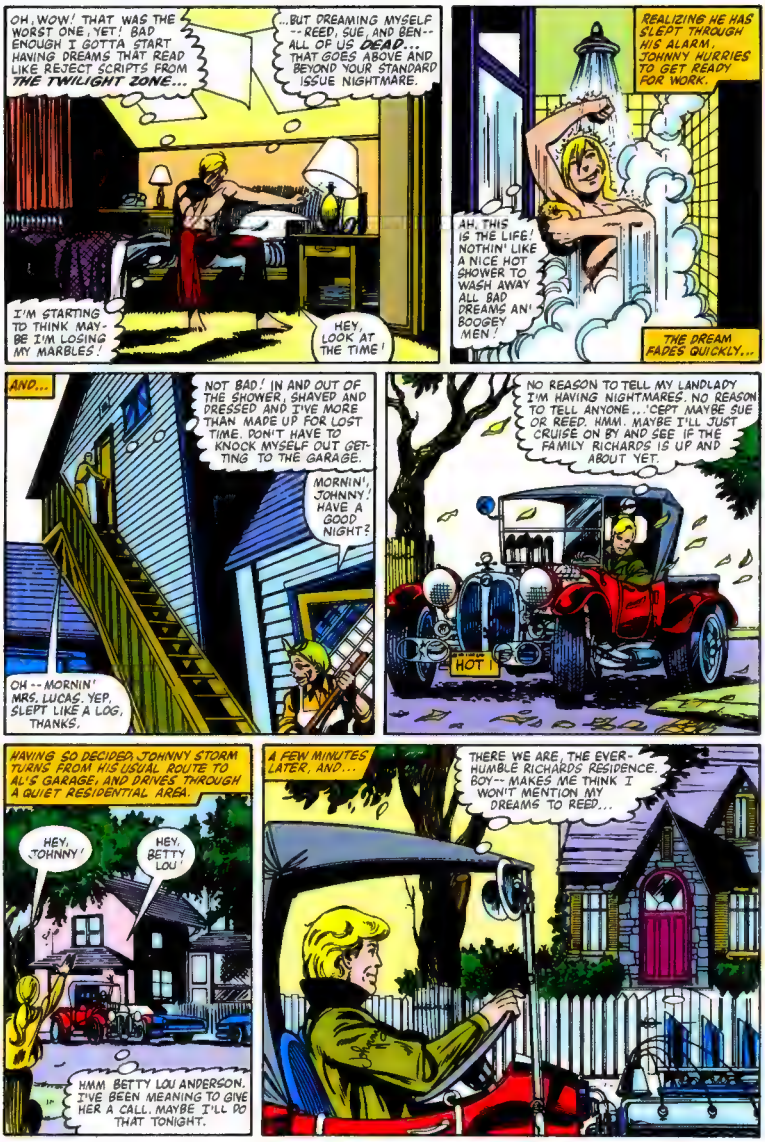
JOHN BYRNE WORDS & PICTURES | JIM NOVAK LETTERS | GLYNIS WEIN COLORS | JIM SALICRUP EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

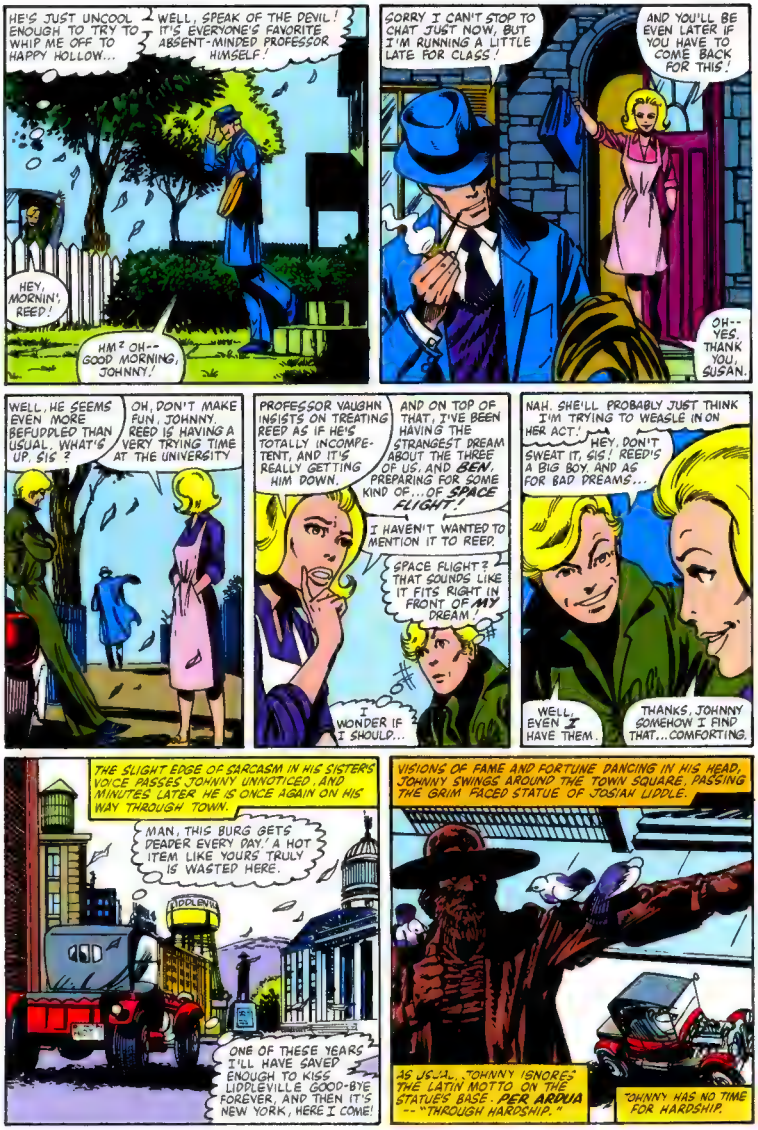
TERROR IN A TINY TOWN

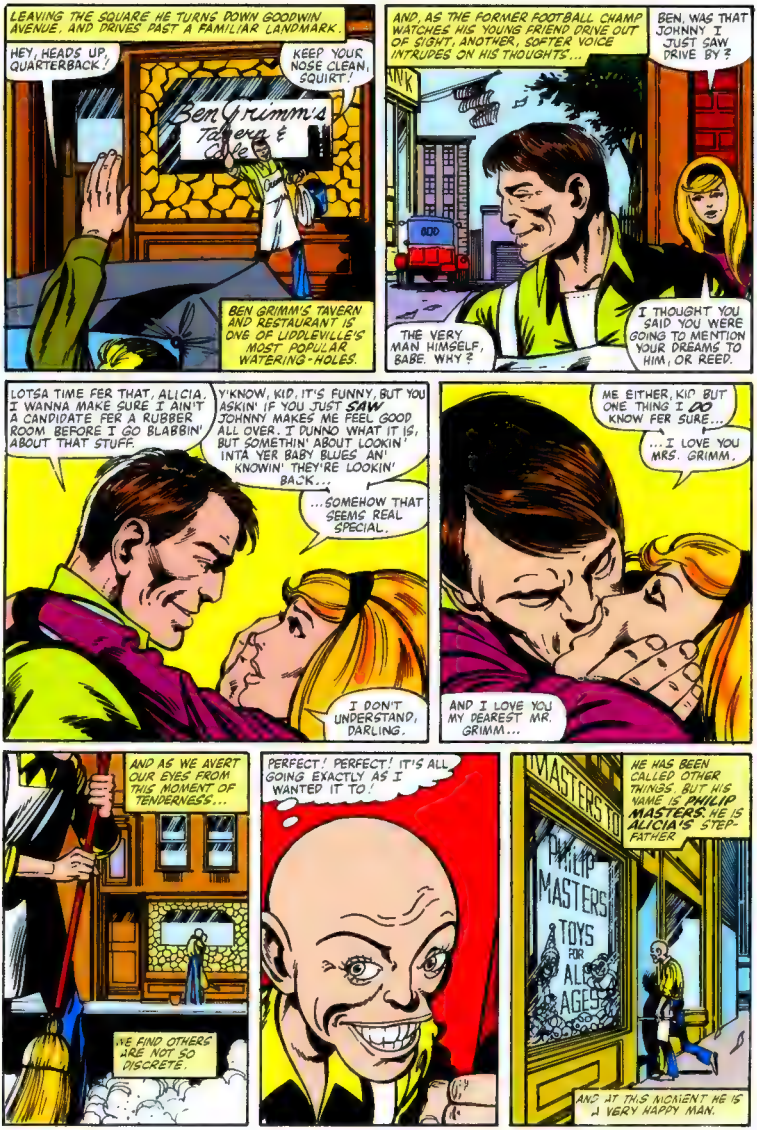



THE THUNDER OF GIANT ROCKETS CRACKS WIDE THE EVENING STILLNESS OF A SECRET MISSILE BASE.
AN UNAUTHORIZED FLIGHT TO THE STARS IS UNDERWAY...
THE COUNTDOWN OF HISTORY HAS BEGUN...
ABOARD THE HURTLING PROJECTILE FOUR VALIANT ADVENTURERS PLUNGE TOWARDS THE UNKNOWN..
PRIMARY CIRCUITS AT MAXIMUM FUNCTION. ALL SYSTEMS SHOW GREEN FOR FIRST STAGE JETTISON.
SHE'S BEHAVING LIKE A BABY. EVERYTHING IS PERFECT.
YEAH, EXCEPT FOR THE COSMIC RAYS. NO ONE KNOWS WHAT THEY'LL DO.
THE SOMBRE TONES OF TEST-PILOT BEN GRIMM ARE A HARD COUNTER-POINT TO THE ENTHUSIASM OF SCIENTIST REED RICHARDS.
THEN, AT AN ALTITUDE OF ONE HUNDRED MILES -- FIFTY MILES PAST THE OFFICIAL EDGE OF SPACE...
CHEMICAL ROCKETS EXHAUSTED
FIRST STAGE JETTISON IS GO. WE HAD TO DO IT. WE HAD TO BE THE FIRST.
BUT WE'RE REACHING THE COSMIC STORM AREA ... HANG ON!
RAK TAC TAC TAC TAC!
HEAR THAT? IT'S THE COSMIC RAYS. I -- I WARNED YOU ABOUT 'EM!
BEN -- QUICKLY -- YOU MUST ENGAGE THE EXPERIMENTAL STAR DRIVE NOW! GET US THROUGH THE RADIATION BELT BEFORE...
TOO LATE! THEY'RE PENETRATING THE SHIP! OUR SHIELDING ISN'T STRONG ENOUGH!
BUT, I DON'T FEEL ANYTHING...?
'COURSE NOT! THEY'RE JUST LIKE LIGHT RAYS. YOU CAN'T FEEL 'EM.
BUT THEY'LL AFFECT YOU JUST THE SAME.
MY HEAD -- IT... IT'S POUNDING AS THOUGH IT'S ABOUT TO BURST!


BEN WAS RIGHT! WE SHOULD HAVE WAITED-- SHOULD HAVE GOTTEN HEAVIER SHIELDING!
JOHNNY -- WHAT IS IT? WHAT'S HAPPENING TO YOU?
I DON'T KNOW, SUE! MY BODY FEELS HOT-- LIKE IT'S ON FIRE! I-- I FEEL LIKE I'M BURNING UP!
UGH! LISTEN TO ME...
...SOMEONE ELSE TAKE THE CONTROLS... I CAN'T HANDLE THE SHIP ANYMORE ... MY ARMS ARE HEAVY... TOO HEAVY... CAN'T MOVE...
TOO HEAVY... GOT TO LIE DOWN...
CAN'T MOVE...
BEN!
UNPILOTED, THE PROTOTYPE CRAFT SUCCUMBS TO THE PULL OF EARTH'S GRAVITY.
LIKE A KITE SUDDENLY WITHOUT A BREEZE IT YAWS SICKENINGLY AND PLUNGES DOWN...
AS IT STRIKES THE THICK BLANKET OF THE ATMOSPHERE IT BEGINS TO BURN!
LIKE LEGENDARY ICARUS, STRUCK FROM THE SKY FOR DARING TO REACH TOO CLOSE TO HEAVEN, THE BLAZING COFFIN HURTLES DOWN-- DOWN-- DOWN...
...AND CRASHES!
AND JOHNNY STORM IS JOLTED AWAKE
NO!


OH, WOW! THAT WAS THE WORST ONE, YET! BAD ENOUGH I GOTTA START HAVING DREAMS THAT READ LIKE REJECT SCRIPTS FROM THE TWILIGHT ZONE...
...BUT DREAMING MYSELF -- REED, SUE, AND BEN -- ALL OF US DEAD... THAT GOES ABOVE AND BEYOND YOUR STANDARD ISSUE NIGHTMARE.
I'M STARTING TO THINK MAYBE I'M LOSING MY MARBLES!
HEY, LOOK AT THE TIME!
REALIZING HE HAS SLEPT THROUGH HIS ALARM, JOHNNY HURRIES TO GET READY FOR WORK.
AH, THIS IS THE LIFE! NOTHIN' LIKE A NICE HOT SHOWER TO WASH AWAY ALL BAD DREAMS AN' BOOGEY MEN!
THE DREAM FADES QUICKLY...
AND...
NOT BAD! IN AND OUT OF THE SHOWER, SHAVED AND DRESSED AND I'VE MORE THAN MADE UP FOR LOST TIME. DON'T HAVE TO KNOCK MYSELF OUT GETTING TO THE GARAGE.
MORNIN', JOHNNY! HAVE A GOOD NIGHT?
OH -- MORNIN' MRS. LUCAS. YEP, SLEPT LIKE A LOG, THANKS.
NO REASON TO TELL MY LANDLADY I'M HAVING NIGHTMARES. NO REASON TO TELL ANYONE... 'CEPT MAYBE SUE OR REED. HMM. MAYBE I'LL JUST CRUISE ON BY AND SEE IF THE FAMILY RICHARDS IS UP AND ABOUT YET.
HOT
HAVING SO DECIDED, JOHNNY STORM TURNS FROM HIS USUAL ROUTE TO AL'S GARAGE, AND DRIVES THROUGH A QUIET RESIDENTIAL AREA.
HEY, JOHNNY!
HEY, BETTY LOU!
HMM. BETTY LOU ANDERSON. I'VE BEEN MEANING TO GIVE HER A CALL. MAYBE I'LL DO THAT TONIGHT.
A FEW MINUTES LATER, AND...
THERE WE ARE, THE EVER-HUMBLE RICHARDS RESIDENCE. BOY -- MAKES ME THINK I WON'T MENTION MY DREAMS TO REED...


HE'S JUST UNCOOL ENOUGH TO TRY TO WHIP ME OFF TO HAPPY HOLLOW...
WELL, SPEAK OF THE DEVIL! IT'S EVERYONE'S FAVORITE ABSENT-MINDED PROFESSOR HIMSELF!
HEY, MORNIN', REED!
HM? OH-- GOOD MORNING, JOHNNY!
SORRY I CAN'T STOP TO CHAT JUST NOW, BUT I'M RUNNING A LITTLE LATE FOR CLASS!
AND YOU'LL BE EVEN LATER IF YOU HAVE TO COME BACK FOR THIS!
OH-- YES. THANK YOU, SUSAN.
WELL, HE SEEMS EVEN MORE BEFUDDLED THAN USUAL. WHAT'S UP, SIS?
OH, DON'T MAKE FUN, JOHNNY. REED IS HAVING A VERY TRYING TIME AT THE UNIVERSITY
PROFESSOR VAUGHN INSISTS ON TREATING REED AS IF HE'S TOTALLY INCOMPETENT, AND IT'S REALLY GETTING HIM DOWN.
AND ON TOP OF THAT, I'VE BEEN HAVING THE STRANGEST DREAM ABOUT THE THREE OF US, AND BEN, PREPARING FOR SOME KIND OF...OF SPACE FLIGHT!
I HAVEN'T WANTED TO MENTION IT TO REED.
SPACE FLIGHT? THAT SOUNDS LIKE IT FITS RIGHT IN FRONT OF MY DREAM!
I WONDER IF I SHOULD...
NAH. SHE'LL PROBABLY JUST THINK I'M TRYING TO WEASLE IN ON HER ACT!
HEY, DON'T SWEAT IT, SIS! REED'S A BIG BOY, AND AS FOR BAD DREAMS...
WELL, EVEN I HAVE THEM.
THANKS, JOHNNY. SOMEHOW I FIND THAT...COMFORTING.
THE SLIGHT EDGE OF SARCASM IN HIS SISTER'S VOICE PASSES JOHNNY UNNOTICED, AND MINUTES LATER HE IS ONCE AGAIN ON HIS WAY THROUGH TOWN.
MAN, THIS BURG GETS DEADER EVERY DAY! A HOT ITEM LIKE YOURS TRULY IS WASTED HERE.
LIDDLEVILLE
ONE OF THESE YEARS I'LL HAVE SAVED ENOUGH TO KISS LIDDLEVILLE GOOD-BYE FOREVER, AND THEN IT'S NEW YORK, HERE I COME!
VISIONS OF FAME AND FORTUNE DANCING IN HIS HEAD, JOHNNY SWINGS AROUND THE TOWN SQUARE, PASSING THE GRIM FACED STATUE OF JOSIAH LIDDLE.
AS USUAL, JOHNNY IGNORES THE LATIN MOTTO ON THE STATUE'S BASE. PER ARDUA -- "THROUGH HARDSHIP."
"JOHNNY HAS NO TIME FOR HARDSHIP.

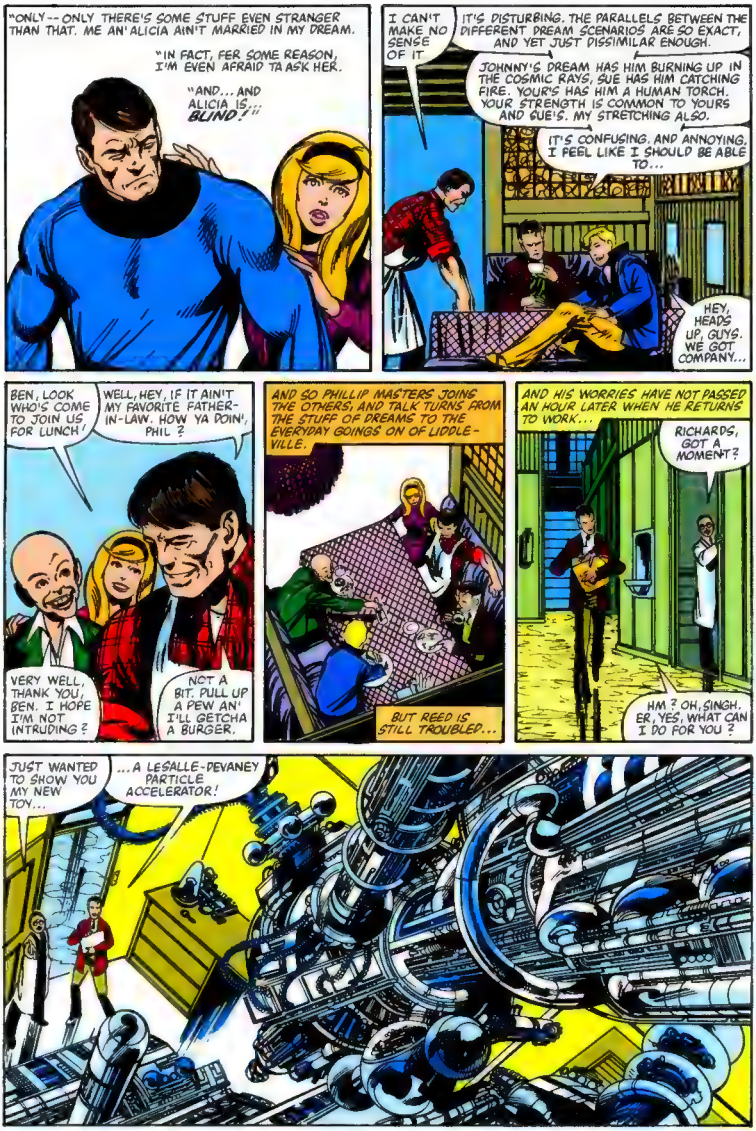

LEAVING THE SQUARE HE TURNS DOWN GOODWIN AVENUE, AND DRIVES PAST A FAMILIAR LANDMARK.
HEY, HEADS UP, QUARTERBACK!
KEEP YOUR NOSE CLEAN, SQUIRT!
Ben Grimm's Tavern & Ale
BEN GRIMM'S TAVERN AND RESTAURANT IS ONE OF LIDDLEVILLE'S MOST POPULAR WATERING-HOLES.
AND, AS THE FORMER FOOTBALL CHAMP WATCHES HIS YOUNG FRIEND DRIVE OUT OF SIGHT, ANOTHER, SOFTER VOICE INTRUDES ON HIS THOUGHTS...
BEN, WAS THAT JOHNNY I JUST SAW DRIVE BY?
I THOUGHT YOU SAID YOU WERE GOING TO MENTION YOUR DREAMS TO HIM, OR REED.
THE VERY MAN HIMSELF, BABE. WHY?
LOTSA TIME FER THAT, ALICIA. I WANNA MAKE SURE I AIN'T A CANDIDATE FER A RUBBER ROOM BEFORE I GO BLABBIN' ABOUT THAT STUFF.
Y'KNOW, KID, IT'S FUNNY, BUT YOU ASKIN' IF YOU JUST SAW JOHNNY MAKES ME FEEL GOOD ALL OVER. I DUNNO WHAT IT IS, BUT SOMETHIN' ABOUT LOOKIN' INTA YER BABY BLUES AN' KNOWIN' THEY'RE LOOKIN' BACK...
...SOMEHOW THAT SEEMS REAL SPECIAL.
I DON'T UNDERSTAND, DARLING.
ME EITHER, KID. BUT ONE THING I DO KNOW FER SURE...
...I LOVE YOU MRS. GRIMM.
AND I LOVE YOU MY DEAREST MR. GRIMM...
AND AS WE AVERT OUR EYES FROM THIS MOMENT OF TENDERNESS...
WE FIND OTHERS ARE NOT SO DISCRETE.
PERFECT! PERFECT! IT'S ALL GOING EXACTLY AS I WANTED IT TO!
HE HAS BEEN CALLED OTHER THINGS. BUT HIS NAME IS PHILIP MASTERS. HE IS ALICIA'S STEP-FATHER
MASTERS TO
PHILIP MASTERS
TOYS FOR ALL AGES
AND AT THIS MOMENT HE IS A VERY HAPPY MAN.

FIFTEEN HOURS LATER, ONCE AGAIN AT THE HOME OF SUE AND REED RICHARDS...
HOW DID IT GO AT COLLEGE TODAY, DEAR? ANY MORE TROUBLES WITH PROFESSOR VAUGHN?
HM? OH--OH, NO. HE WASN'T IN TODAY. I TOOK THE OPPORTUNITY TO DISCUSS MY PROBLEM WITH SOME OF THE OTHER INSTRUCTORS. BUT, EXCEPT FOR DOCTOR SINGH THEY ALL THINK I'M PARANOID. OR, WORSE, THEY AGREE WITH VAUGHN.
SUSAN DOES WHAT SHE CAN TO EASE HER HUSBAND'S WORRIES...
AND WITHIN THE HOUR BOTH HAVE DRIFTED OFF TO SLEEP...
REED RICHARDS' SLUMBER IS DEEP AND UNTROUBLED.
HIS WIFE IS NOT SO LUCKY..
THE DREAM...
I'M SORRY WITH ALL MY HEART TO FIND YOU SO SET AGAINST ME, BEN, BUT THE PROJECT MUST GO AHEAD AS PLANNED
IT AIN'T YOU I'M AGAINST, REED, AN' YOU KNOW IT. BUT YOU HAVEN'T TAKEN ENOUGH SAFETY PRECAUTIONS!
AN' UNTIL YOU GET SOME DECENT SHIELDING ON THAT SHIP, IF YOU WANNA FLY TO THE STARS, YOU PILOT THE THING. COUNT ME OUT!
BEN, WE'VE BEEN THROUGH ALL THIS BEFORE. I KNOW THERE ARE DANGERS, BUT THE GAINS WE COULD MAKE--EVEN IN TERMS OF PURE KNOWLEDGE--ARE WORTH THE RISKS.
SEZ YOU! YOU'D WALK NAKED INTO A BLAST FURNACE IF YOU THOUGHT YOU'D LEARN SOMETHIN'.
YOU KNOW WE HAVEN'T DONE ENOUGH RESEARCH INTO THE EFFECTS OF COSMIC RAYS. THEY MIGHT KILL US ALL OUT IN SPACE.
BEN, YOU KNOW WE HAVE ONLY A LITTLE TIME. REED'S PRIVATE FORTUNE IS ALMOST EXHAUSTED. IF WE DON'T SHOW RESULTS THE GOVERNMENT MAY CUT OFF ITS FUNDING.
I... I NEVER THOUGHT YOU WOULD BE A COWARD!
NORMALLY THE DREAM ENDS HERE...
TONIGHT IT DOES NOT..
A COWARD?
RIP!
RIP!
RIP!
BEN!
NOBODY CALLS ME A COWARD!

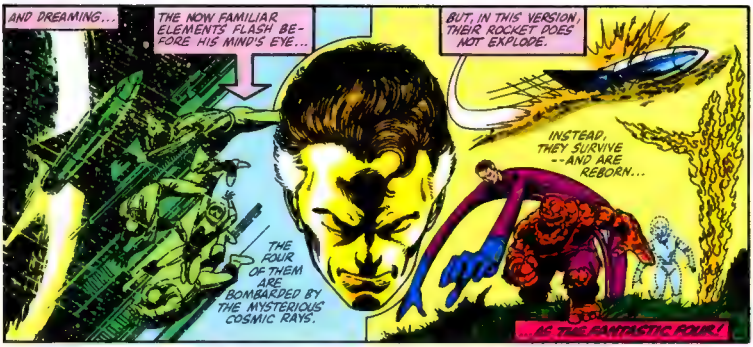
NOT YOU--NOT ANYBODY! I'LL SMASH ANYONE WHO CALLS ME THAT!
REED! BEN'S TURNED INTO A.. A THING!
SUE--GET OUT OF HIS WAY!
YOU--RICHARDS! IT'S BECAUSE OF YOU I'M LIKE THIS. BECAUSE YOU WOULDN'T WAIT. BECAUSE YOU'D RISK ANYTHING, EVEN OTHER PEOPLE'S LIVES, IN THE NAME OF "SCIENCE!"
SMASH!
BEN, STOP! IF YOU CAN'T CONTROL YOURSELF...
I'LL DO IT FOR YOU!
NO GOOD, RUBBER-MAN!
TURNIN' INTA A HUMAN ELASTIC BAND DON'T COUNT FER SPIT AGAINST MY STRENGTH!
REED!

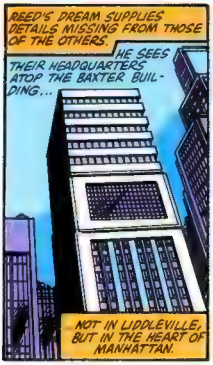
LET HIM GO, BLAST YOU! YOU'LL KILL HIM!
OH, HO! THE PEANUT GALLERY HEARD FROM TOO, EH?
OKAY, TOUGH GUY, LET'S SEE HOW GREAT YOU ARE...
...IF I REALLY MAKE IT HOT FER YA!
BEN! NO!
ARGH!
JOHNNY! NO!
EEEEAAAAAHHHHHH!
SUE!
SUE, DARLING! WHAT IS IT? ARE YOU ALRIGHT?
REED?
OH, REED, IT WAS AWFUL! WORSE THAN IT HAS EVER BEEN!
VOICE CATCHING, SUSAN RICHARDS TELLS HER HUSBAND THE TERRIBLE DETAILS OF HER EVER-WORSENING NIGHTMARE
STEADY, MY DARLING. IT WAS HORRIBLE BUT IT WAS ONLY A DREAM.
I KNOW! I KNOW! BUT PARTS OF IT SEEMED SO ...SO REAL!
OH, LISTEN, OUR SON IS CRYING! MY SCREAM MUST HAVE WAKED HIM.
IT'S ALRIGHT, FRANKLIN! MOMMY'S COMING!

AND AS HIS WIFE HURRIES TO COMFORT THEIR YOUNG CHILD...
POOR SUSAN. IF ONLY THERE WAS SOMETHING I COULD DO TO EASE HER MIND.
BUT I KNOW ALMOST NOTHING ABOUT THE PSYCHOLOGY OF DREAMS. THESE DAYS I HAVE ENOUGH TROUBLES WITH MY OWN FIELDS.
AND YET, SOMEHOW I FEEL IT HAS NOT ALWAYS BEEN SO. THIS CONFUSION I FEEL CONSTANTLY... THE DIFFICULTY I HAVE IN CONCENTRATING ON ANYTHING FOR MORE THAN A FEW MINUTES...
PERHAPS VAUGHN IS RIGHT. PERHAPS I AM A HOPELESS INCOMPETENT, AND YET...
LUNCHTIME THE NEXT DAY...
YEAH, SUE MENTIONED SOMETHING ABOUT HER DREAMS. THE WAY THEY SEEMED TO GO WITH MINE KINDA SPOOKED ME.
YOU THINK THERE MAY BE SOMETHIN' TO IT?
I HONESTLY DO NOT KNOW, JOHNNY. DREAMS AND THEIR MEANINGS HAVE LONG BEEN THE SUBJECT OF MUCH RESEARCH, BUT THE INTERPRETATIONS HAVE VARIED SO MUCH AS TO BE INCONCLUSIVE.
STILL, I WOULDN'T HAVE THOUGHT SIS WOULD HAVE SCI-FI AN' MONSTER DREAMS NOT WITHOUT A COUPLA BEN'S PIZZAS INSIDE HER, ANYWAY.
AN' YOU'LL FORGIVE ME FOR SAYING SO, REED, BUT BUILDING ROCKETS SEEMS OUT OF YOUR FIELD.
I QUITE AGREE. BUT THERE'S THAT FEELING...
HEY, DID I HEAR YOU GUYS TALKIN' ABOUT WEIRD DREAMS YOU BEEN HAVIN'?
WHY, YES, WE WERE, BEN. I...
OH, BEN... NOT YOU TOO?
'FRAID SO, PAL.
"ONLY MY DREAMS ARE KINDA... EMBARASSIN'! SEE, WE'RE ALL SOME KINDA SUPER HEROES!
"SUE'S AN INVISIBLE GIRL, JOHNNY'S A HUMAN TORCH, YOU'RE A FANTASTIC RUBBER GUY...
"AN' ME -- I CAN PUNCH DOWN BUILDINGS WITH ONE HAND.


"ONLY -- ONLY THERE'S SOME STUFF EVEN STRANGER THAN THAT. ME AN' ALICIA AIN'T MARRIED IN MY DREAM.
"IN FACT, FER SOME REASON, I'M EVEN AFRAID TA ASK HER.
"AND... AND ALICIA IS... BLIND!"
I CAN'T MAKE NO SENSE OF IT.
IT'S DISTURBING. THE PARALLELS BETWEEN THE DIFFERENT DREAM SCENARIOS ARE SO EXACT, AND YET JUST DISSIMILAR ENOUGH.
JOHNNY'S DREAM HAS HIM BURNING UP IN THE COSMIC RAYS, SUE HAS HIM CATCHING FIRE. YOURS HAS HIM A HUMAN TORCH. YOUR STRENGTH IS COMMON TO YOURS AND SUE'S. MY STRETCHING ALSO.
IT'S CONFUSING, AND ANNOYING, I FEEL LIKE I SHOULD BE ABLE TO...
HEY, HEADS UP, GUYS. WE GOT COMPANY...
BEN, LOOK WHO'S COME TO JOIN US FOR LUNCH!
WELL, HEY, IF IT AIN'T MY FAVORITE FATHER-IN-LAW. HOW YA DOIN', PHIL?
VERY WELL, THANK YOU, BEN. I HOPE I'M NOT INTRUDING?
NOT A BIT. PULL UP A PEW AN' I'LL GETCHA A BURGER.
AND SO PHILLIP MASTERS JOINS THE OTHERS, AND TALK TURNS FROM THE STUFF OF DREAMS TO THE EVERYDAY GOINGS ON OF LIDDLE-VILLE.
BUT REED IS STILL TROUBLED...
AND HIS WORRIES HAVE NOT PASSED AN HOUR LATER WHEN HE RETURNS TO WORK...
RICHARDS, GOT A MOMENT?
HM? OH, SINGH. ER, YES. WHAT CAN I DO FOR YOU?
JUST WANTED TO SHOW YOU MY NEW TOY...
...A LESALLE-DEVANEY PARTICLE ACCELERATOR!

THE ONLY ONE IN THE STATE! I DON'T KNOW WHERE VINCENT VAUGHN KEEPS FINDING THE APPROPRIATIONS TO BUY SUCH EQUIPMENT, BUT I HOPE HE NEVER STOPS!
THIS IS MARVELOUS! IT HAS THE CAPABILITY OF RECREATING ANY FORM OF RADIATION, FROM SIMPLE SUNLIGHT TO THE MOST DEADLY WAVE LENGTHS. WITH SOMETHING LIKE THIS I COULD...
YOU COULD DO NOTHING, RICHARDS!
PROFESSOR VAUGHN!
WELL, I'M GLAD YOU CAN REMEMBER MY NAME AT LEAST, SINCE YOU SEEM INCAPABLE OF REMEMBERING MY ORDERS!
I HAVE TOLD YOU REPEATEDLY THAT YOU ARE TOLERATED HERE ONLY BECAUSE OF YOUR MARGINAL PROFICIENCY IN YOUR FIELD
I WILL NOT HAVE YOU TOYING WITH VALUABLE UNIVERSITY EQUIPMENT, IS THAT CLEAR?
Y-YES...
VERY WELL! YOU HAVE CLASSES THIS AFTERNOON. I SUGGEST YOU ATTEND TO THEM!
AS REED HEADS FOR HIS CLASSROOM...
EXCELLENT! THE KNOWLEDGE THAT SO DELICIOUS A MECHANISM AS THE ACCELERATOR IS AVAILABLE, BUT DENIED TO HIM WILL DRIVE RICHARDS INTO EVER GREATER DEPTHS OF DESPAIR AND CONFUSION.
MY PLAN IS WORKING PERFECTLY!
LATER THAT AFTERNOON, ALONE AFTER DISMISSING HIS CLASS, REED RICHARDS BROODS...
THERE MUST BE A WAY TO MAKE SENSE OF IT ALL.
HOMEWORK: CHAPTERS 7-9 DUNNIGAN'S MICRO-PHYSICS
BEN, JOHNNY, AND SUE COULD NOT NATURALLY HAVE SUCH SIMILAR DREAMS. AND YET IF SOME OUTSIDE FORCE IS CAUSING THEM, WHY HAVEN'T I BEEN AFFECTED?
I MIGHT ALMOST ACCEPT A KIND OF TELEPATHY BETWEEN SUE AND JOHNNY, AS BROTHER AND SISTER...
...BUT BEN IS OF NO BLOOD RELATION TO ANY OF US!
IF ONLY I COULD CON...CEN...TRA...
THE STRAIN OF SO LONG A SINGLE THOUGHT PROCESS SETS REED TO DOZING...

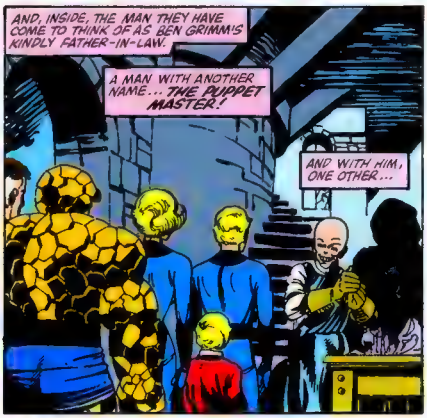

AND DREAMING...
THE NOW FAMILIAR ELEMENTS FLASH BEFORE HIS MIND'S EYE...
THE FOUR OF THEM ARE BOMBARDED BY THE MYSTERIOUS COSMIC RAYS.
BUT, IN THIS VERSION, THEIR ROCKET DOES NOT EXPLODE.
INSTEAD, THEY SURVIVE --AND ARE REBORN...
...AS THE FANTASTIC FOUR!

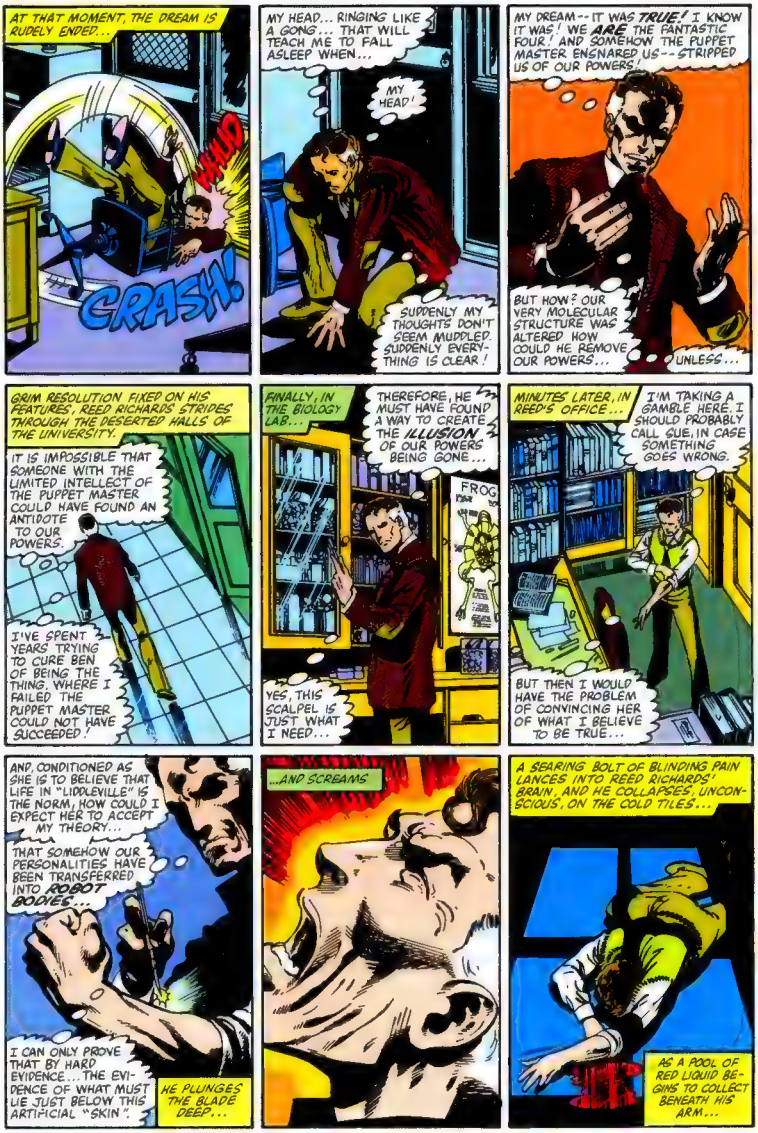

REED'S DREAM SUPPLIES DETAILS MISSING FROM THOSE OF THE OTHERS.
HE SEES THEIR HEADQUARTERS ATOP THE BAXTER BUILDING...
...NOT IN LIDDLEVILLE, BUT IN THE HEART OF MANHATTAN.

HE SEES A TYPICAL DAY IN THE LIFE OF THE FABULOUS FOURSOME DRAMATICALLY INTERRUPTED...
A STRANGE, AND FAMILIAR POWER SEIZES CONTROL OF THEIR MINDS...

ROBOT-LIKE, THEY ARE MARCHED THROUGH THE FIVE LEVELS OF THEIR HEADQUARTERS, UP TO THE HANGAR DECK.

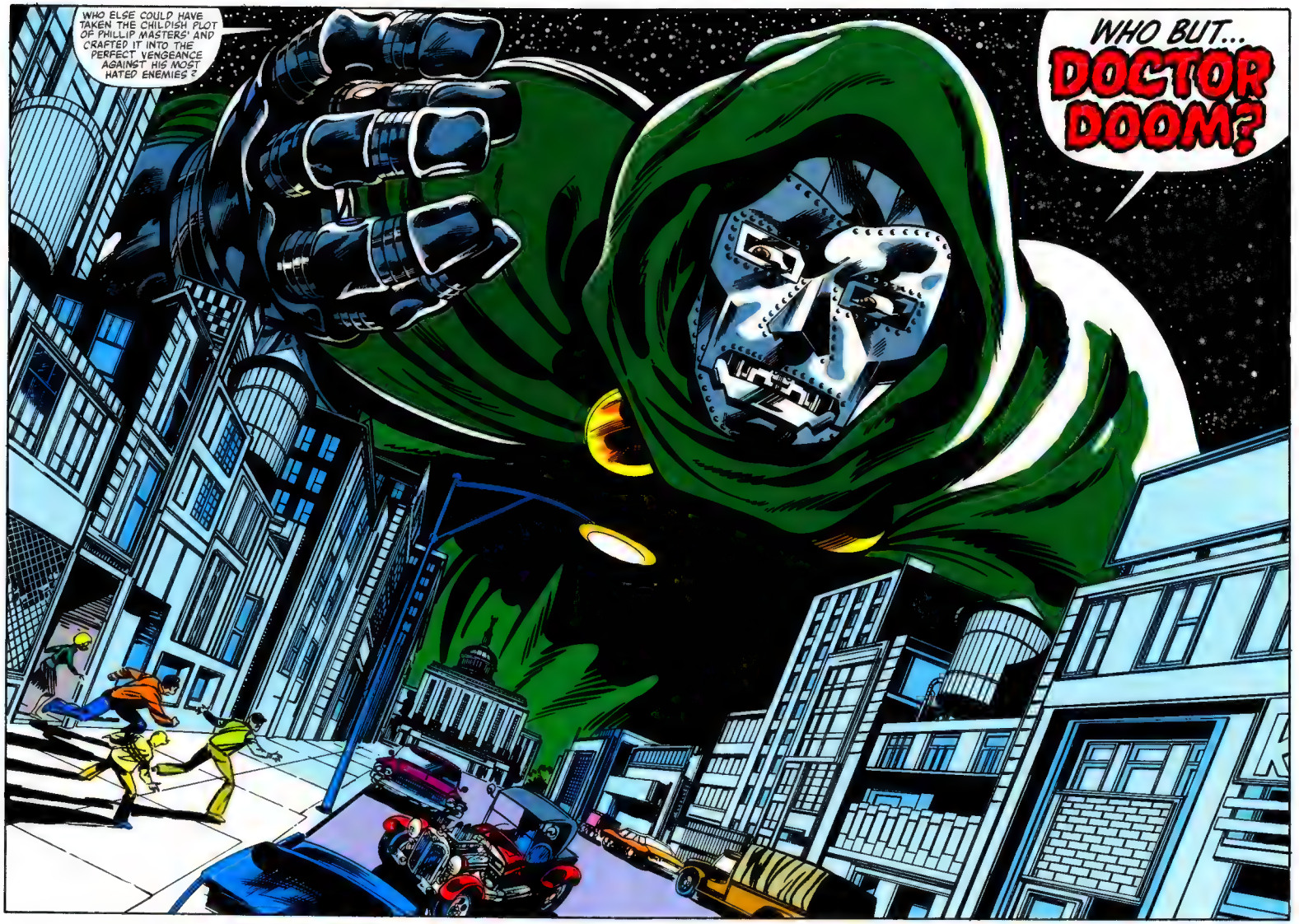
TAKING THEIR FANTASTICAR, THEY FLY NORTH AND WEST, ACROSS NEW YORK STATE, INTO THE ADIRONDAK MOUNTAINS.
THERE, A JARRING ANACHRONISM CONFRONTS THEM: A MEDIEVEL CASTLE RISES FROM THE FOREST.


AND, INSIDE, THE MAN THEY HAVE COME TO THINK OF AS BEN GRIMM'S KINDLY FATHER-IN-LAW.
A MAN WITH ANOTHER NAME... THE PUPPET MASTER!
AND WITH HIM, ONE OTHER...


AT THAT MOMENT, THE DREAM IS RUDELY ENDED...
WHAM!
CRASH!
MY HEAD... RINGING LIKE A GONG... THAT WILL TEACH ME TO FALL ASLEEP WHEN...
MY HEAD!
SUDDENLY MY THOUGHTS DON'T SEEM MUDDLED. SUDDENLY EVERYTHING IS CLEAR!
MY DREAM -- IT WAS TRUE! I KNOW IT WAS! WE ARE THE FANTASTIC FOUR! AND SOMEHOW THE PUPPET MASTER ENSNARED US -- STRIPPED US OF OUR POWERS!
BUT HOW? OUR VERY MOLECULAR STRUCTURE WAS ALTERED HOW COULD HE REMOVE OUR POWERS...
UNLESS...
GRIM RESOLUTION FIXED ON HIS FEATURES, REED RICHARDS STRIDES THROUGH THE DESERTED HALLS OF THE UNIVERSITY.
IT IS IMPOSSIBLE THAT SOMEONE WITH THE LIMITED INTELLECT OF THE PUPPET MASTER COULD HAVE FOUND AN ANTIDOTE TO OUR POWERS.
I'VE SPENT YEARS TRYING TO CURE BEN OF BEING THE THING, WHERE I FAILED THE PUPPET MASTER COULD NOT HAVE SUCCEEDED!
FINALLY, IN THE BIOLOGY LAB...
THEREFORE, HE MUST HAVE FOUND A WAY TO CREATE THE ILLUSION OF OUR POWERS BEING GONE...
FROG
YES, THIS SCALPEL IS JUST WHAT I NEED...
MINUTES LATER, IN REED'S OFFICE...
I'M TAKING A GAMBLE HERE. I SHOULD PROBABLY CALL SUE, IN CASE SOMETHING GOES WRONG.
BUT THEN I WOULD HAVE THE PROBLEM OF CONVINCING HER OF WHAT I BELIEVE TO BE TRUE...
AND, CONDITIONED AS SHE IS TO BELIEVE THAT LIFE IN "LIDDLEVILLE" IS THE NORM, HOW COULD I EXPECT HER TO ACCEPT MY THEORY...
THAT SOMEHOW OUR PERSONALITIES HAVE BEEN TRANSFERRED INTO ROBOT BODIES...
I CAN ONLY PROVE THAT BY HARD EVIDENCE... THE EVIDENCE OF WHAT MUST LIE JUST BELOW THIS ARTIFICIAL "SKIN".
HE PLUNGES THE BLADE DEEP...
...AND SCREAMS
A SEARING BOLT OF BLINDING PAIN LANCES INTO REED RICHARDS' BRAIN, AND HE COLLAPSES, UNCONSCIOUS, ON THE COLD TILES...
AS A POOL OF RED LIQUID BEGINS TO COLLECT BENEATH HIS ARM...

AN HOUR LATER, AT THE RICHARDS' HOME...
HEY, UNCA JOHNNY, I'M FLYIN'!
DON'T WORRY, SUZIE. REED'S PROBABLY JUST GIVIN' A LITTLE AFTER-HOURS COACHIN' TO SOME CUTE CO-ED.
THAT'S HARDLY VERY FUNNY, BEN. I CAN'T UNDERSTAND WHY REED IS SO LATE.
YER A REG'LAR SUPER HERO, FRANKLIN
I'M SORRY, SUSAN. I WOULD HAVE CALLED, BUT I WAS AFRAID THE TELEPHONE LINES MIGHT BE MONITORED.
REED!
YOU LOOK LIKE DEATH! GOOD HEAVENS... YOUR SLEEVE! IT'S SOAKED WITH BLOOD!
NOT BLOOD, SUE! BUT SOMETHING VERY MUCH LIKE IT!
YOU MUST ALL LISTEN TO ME VERY CAREFULLY...
SLOWLY, ALMOST HALTINGLY, REED RICHARDS RECOUNTS HIS INCREDIBLE STORY...
THE DREAMS YOU HAVE BEEN HAVING WERE MOSTLY TRUE. THEY WERE FRAGMENTS OF MEMORIES DISTORTED BY THE CONDITIONING THAT MADE LIFE HERE SEEM REAL.
WE DO HAVE FANTASTIC POWERS, JUST AS YOU DREAMED. WE GAINED THEM IN A FLIGHT INTO SPACE. WE HAVE USED THEM IN THE SERVICE OF HUMANITY FOR MANY YEARS. BUT IN DOING SO WE HAVE MADE MANY POWERFUL ENEMIES. ONE OF THEM IS CALLED THE PUPPET MASTER.
HE IS IN REALITY PHILLIP MASTERS. I'M SORRY, ALICIA. I REALIZE THIS MUST BE PAINFUL FOR YOU. BUT MASTERS HAS SOMEHOW IMPRISONED US IN THESE ARTIFICIAL BODIES.
B-BEN... HE CAN'T POSSIBLY MEAN IT?
OH, REED, PLEASE DON'T SAY ANY MORE! YOU'VE BEEN UNDER A TERRIFIC STRAIN. SOMEHOW THIS INJURY TO YOUR ARM HAS... UNHINGED YOUR MIND!
SIS IS RIGHT, REED! YOU GOTTA LET US GET YOU TO THE HOSPITAL, REAL FAST!
YEAH -- YOU'RE ALL SHOCKY FROM LOSS OF BLOOD, PAL. YOU'RE HALLUCINATIN'. LET US HELP YOU.
YOU DON'T BELIEVE ME...
...BUT YOU WILL! OUR VERY LIVES MAY DEPEND ON IT!
I WILL MAKE YOU BELIEVE ME!

IT HAS BEEN A DAY OF CONTENTMENT FOR PHILLIP MASTERS, PUTTERING ABOUT HIS SMALL TOY SHOP.
NOW HE LOOKS FORWARD TO DROPPING IN ON HIS STEP-DAUGHTER AND SON-IN-LAW.
SCREEEECH!
HIS PLANS ARE ABOUT TO GO ASTRAY...
OH, HELLO. WHAT ARE YOU DOING...
WHAM
OKAY, YOU MOTHERLESS SUNNUVA...
WHAT HAVE YOU DONE TO US?
BE CAREFUL, BEN! DON'T HURT HIM!
HURT HIM? HURT HIM? I'M GONNA BUST HIM INTA LITTLE BITTY PIECES IF HE DON'T START TALKIN'... FAST!
ALRIGHT! YOU NEED RESORT TO NO FURTHER VIOLENCE! IF YOU HAVE SEEN THROUGH THE CHARADE THERE IS NO POINT IN MY CONTINUED PLAY ACTING.
OBVIOUSLY YOU HAVE FOUND OUT THAT NONE OF THIS IS REAL. THE TOWN IS A SHAM. THE OTHER PEOPLE ARE ROBOTS. ALL THIS IS A PRODUCT OF MY GENIUS.
AND YOU...YOU FOUR, ALICIA AND THE CHILD...ARE SYNTHE-CLONES.
PUPPETS!
BUT -- WHY, FATHER? WHY?
I WANTED TO GIVE YOU WHAT YOU MOST DESIRED -- A NORMAL LIFE WITH THE MAN YOU HAVE CHOSEN TO LOVE... WITH BEN GRIMM
I DID IT ALL FOR YOU, ALICIA...
WAIT A MINUTE -- YOU COULD CONCEIVE OF SUCH A PLOT, BUT YOU HAVEN'T THE TECHNOLOGY TO IMPLEMENT IT...
OF COURSE NOT. SO I MADE A PUPPET FROM MY MIND-CONTROLLING RADIOACTIVE CLAY, A PUPPET OF SOMEONE WHO COULD HELP ME.
WHO?
SURELY, REED RICHARDS, THAT IS NOT SO DIFFICULT TO DEDUCE?
REED! THAT VOICE...!

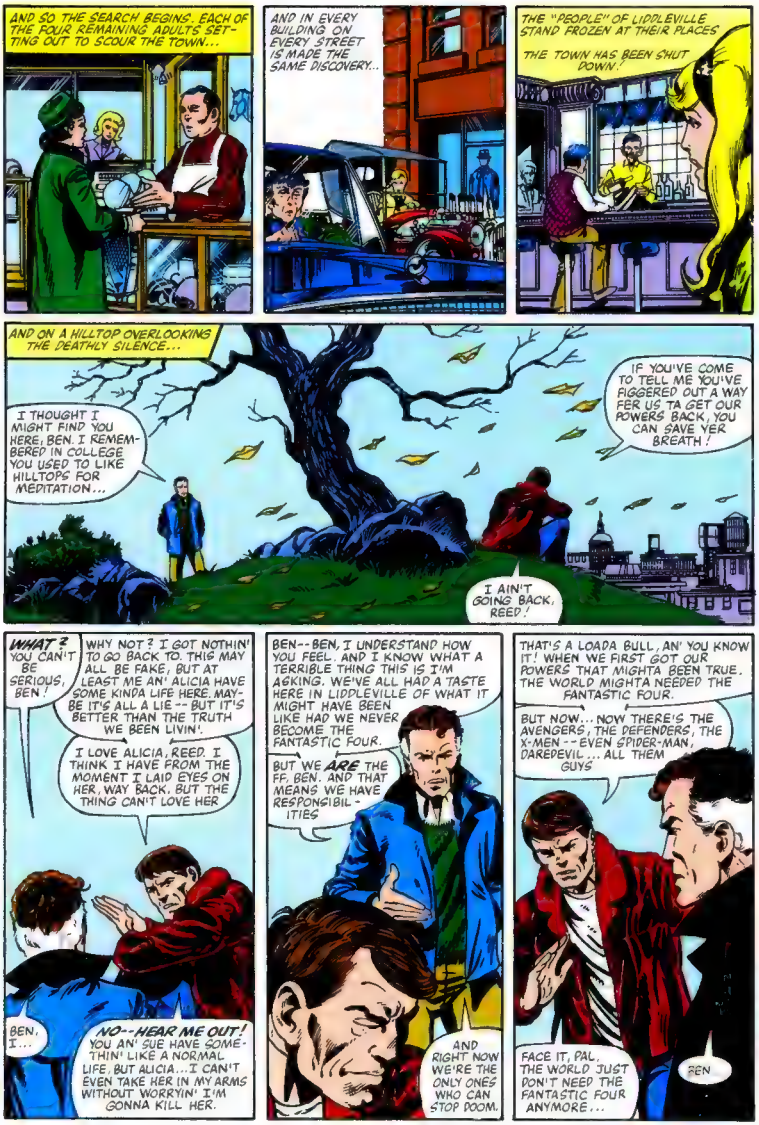

WHO ELSE COULD HAVE TAKEN THE CHILDISH PLOT OF PHILLIP MASTERS' AND CRAFTED IT INTO THE PERFECT VENGEANCE AGAINST HIS MOST HATED ENEMIES?
WHO BUT...
DOCTOR DOOM?

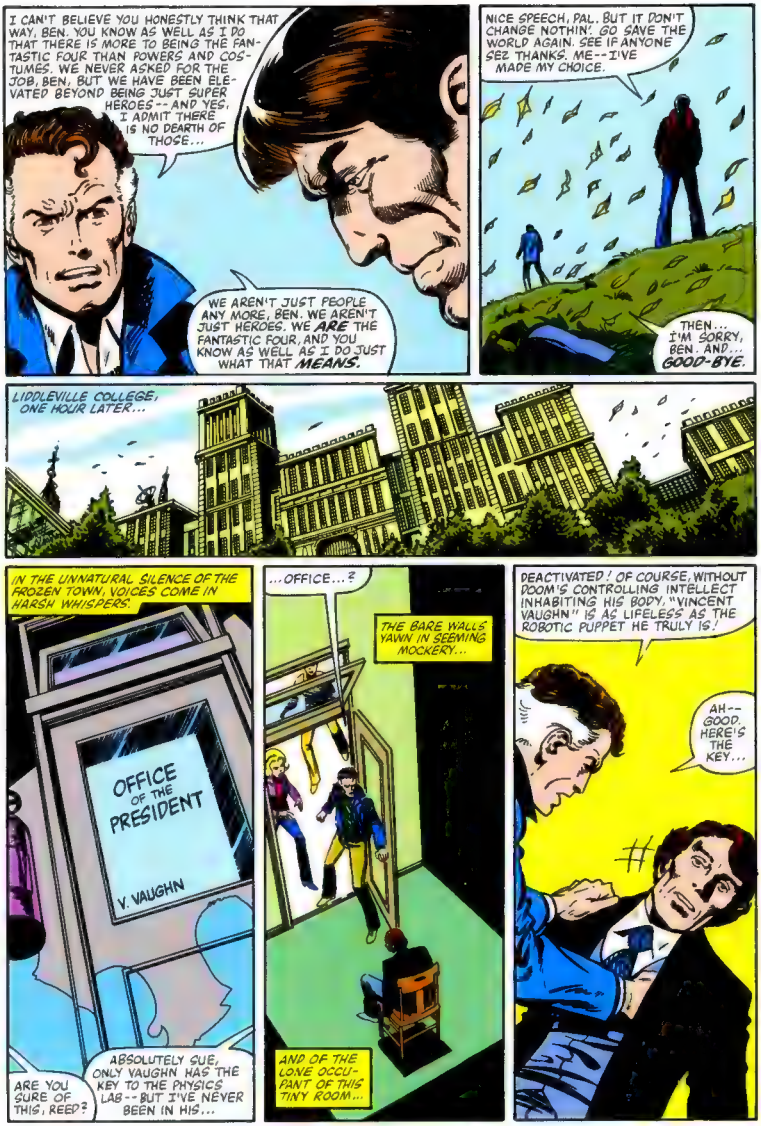
PART 2
IF THIS BE DOOMSDAY!
MY CONGRATULATIONS, RICHARDS. YOU PIECED ALL THE CLUES I GAVE YOU INTO ALMOST THE COMPLETE PICTURE.
OF COURSE, YOU COULD NOT GUESS THE WHOLE TRUTH.

HOW COULD YOU GUESS THAT ALL OF "LIDDLEVILLE" WAS BUT A CONSTRUCT, A SCALE MODEL BUILT BY THE PUPPET MASTER, TO MY SPECIFICATIONS
YOUR TRUE BODIES LIE HELPLESS, THEIR MINDS TRANSMITTED INTO THE MINIATURE SYNTHE-CLONES I CREATED OF YOU.
AND YOU! YOU WERE VINCENT VAUGHN!
OF COURSE. IT OCCASIONALLY AMUSED ME TO ENTER A ROBOT FACSIMILE OF MYSELF--TO OBSERVE YOU FIRST HAND.
AND TO ADD TO THE PSYCHOLOGICAL TORTURE BY CONSTANTLY PUTTING FRUSTRATIONS IN MY PATH...
...AND SOMEHOW CAUSING MY THOUGHT PROCESSES TO BE ADDLED--TO FURTHER FRUSTRATE ME--AND KEEP ME FROM RECOGNIZING VINCENT VAUGHN.
ALRIGHT, DOOM, THE BALL IS CLEARLY IN YOUR COURT. WHAT DO YOU INTEND TO DO NOW?
DO?
WHY, MY DEAR RICHARDS, I HAVE DONE ALL I NEED TO DO.
THE PUPPET MASTER'S CLAY CAPTURED YOU--MY GENIUS REDUCED YOU TO MERE PLAYTHINGS.
AS SUCH, YOU ARE OF NO FURTHER INTEREST TO ME.
THEREFORE, I SHALL LEAVE YOU ALL TO LIVE OUT THE REST OF YOUR LIVES IN THE QUITE PLEASANT SURROUNDINGS OF "LIDDLEVILLE."
WHILST I--I GO TO CONCLUDE THE EXERCISES WHICH WILL SEE ME RESTORED TO THE THRONE OF LATVERIA--AS IS MY RIGHT!
"RIGHT?" YOU FORFEITED ANY "RIGHT" YOU MIGHT HAVE HAD YEARS AGO!
THE FANTASTIC FOUR WILL FIND A WAY TO STOP YOU, DOOM. I SWEAR IT!
SAVE YOUR BREATH, PAL. HE'S TURNED OFF THE MONITORS. HE AIN'T INTERESTED IN US ANYMORE.

SOME TIME LATER, THE LIGHTS BURN LATE IN THE RICHARDS HOME.
INSIDE, THE NORMALLY PLACID LIVING ROOM HOUSES AN ATMOSPHERE ONE MIGHT MORE EXPECT TO FIND IN A PENTAGON WAR ROOM.
ALRIGHT, MY FRIENDS, THERE IS NO NEED FOR ME TO DETAIL THE GRAVITY OF OUR SITUATION. THE QUESTION IS: WHAT DO WE DO ABOUT IT?
WHAT ABOUT LAUGHIN'-BOY HERE? HE SAID SOMETHIN' ABOUT US BEIN' CLONES -- BUT HE DIDN'T MENTION HIS OWN MISERABLE LITTLE BOD...
AN INTERESTING POINT, BEN. WELL, MASTERS? HAVE YOU ANYTHING TO SAY?
OBVIOUSLY I WOULD NOT ALLOW THAT TRAITOR DOOM TO CORK ME INTO A CLONE BODY.
THEN WHAT? YOU SEEM AS PERMANENT A FIXTURE HERE AS THE REST OF US. WHAT WAS YOUR ARRANGEMENT WITH DOOM? IF YOU ARE NOT A CLONE, WHAT ARE YOU?
A ROBOT, OF COURSE. A ROBOT BODY INTO WHICH I COULD TRANSFER MY MIND AT WILL. THIS RING WAS THE MECHANISM...
BUT I HAVE BEEN ATTEMPTING TO LEAVE ALL EVENING, AND IT NO LONGER FUNCTIONS.
LET ME SEE THAT THING.
YES-- I THOUGHT IT LOOKED FAMILIAR
THIS IS THE SAME KIND OF RING VINCENT VAUGNN WEARS. DOOM MUST HAVE TRANSFERRED INTO THAT ROBOT JUST AS MASTERS DID INTO HIS...
BUT NOW DOOM HAS NO FURTHER USE FOR THE PUPPET MASTER, SO HE HAS DEACTIVATED THE TRANSFERRAL CIRCUIT.
CAN YA GET IT WORKIN', STRETCH? MAYBE WE CAN USE IT TA GET BACK TO OUR OWN BODIES.
UNLIKELY, BEN. THE PROCESS IS ENTIRELY DIFFERENT.
I MUST GET AWAY FROM HERE --MUST FIND A WAY TO TAKE MY REVENGE ON DOOM!
OKAY, SO MAYBE OUR LITTLE GUEST CAN TELL US WHAT TA DO ABOUT...
HEY--HE'S GONE!

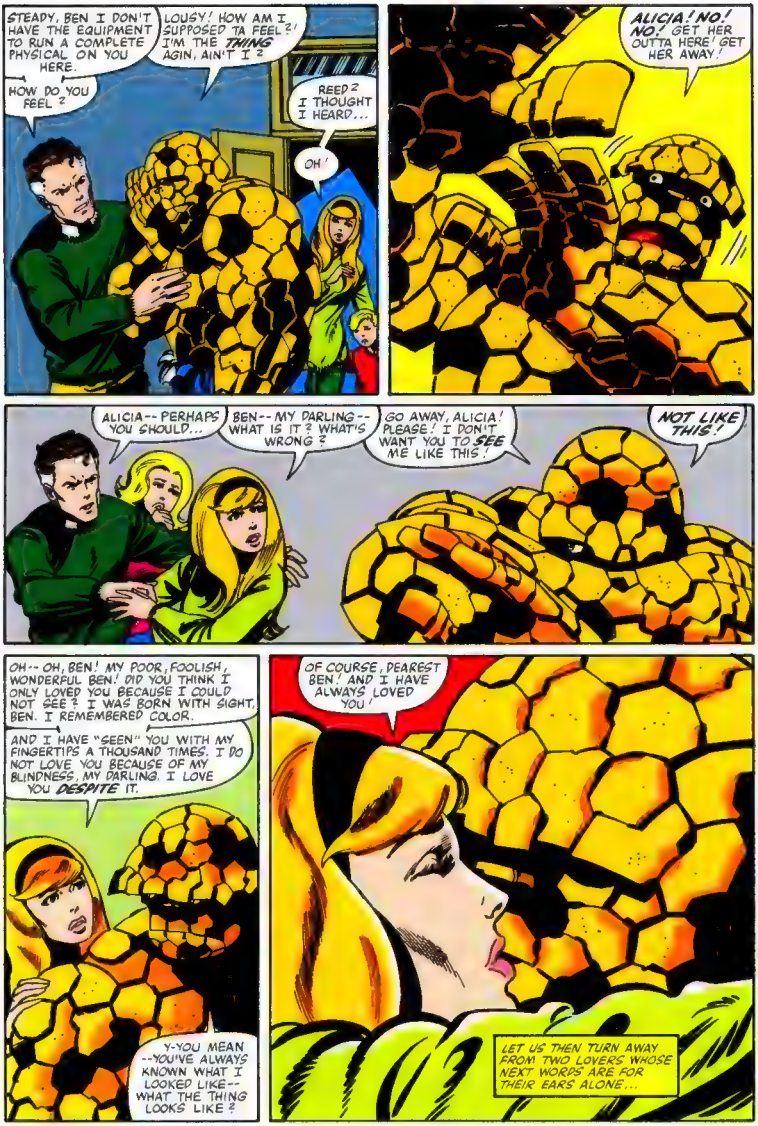
THAT LITTLE... IF HE REALLY IS A ROBOT I'M GONNA BUST ME A FEW OF HIS GEARS!
LET HIM GO, BEN. DOOM HAS OBVIOUSLY BETRAYED HIS ERSTWHILE "PARTNER." THE PUPPET MASTER CAN NOT GO FAR.
WE, ON THE OTHER HAND, HAVE MUCH TO DO! I'M NOT SURE JUST WHAT DOOM MEANS BY THE TERM "SYNTHE-CLONE", BUT WE'RE ALL SO "COMFORTABLE" IN THESE BODIES THAT THEY MUST HAVE BEEN CRAFTED FROM A CELL OR CELLS FROM OUR REAL BODIES.
THAT MEANS THAT THE POTENTIAL OF OUR SUPER-POWERS MUST LIE LOCKED WITHIN THESE MINIATURE FORMS. IT REMAINS TO FIND A WAY TO UNLOCK THAT POTENTIAL.
ONLY WITH OUR POWERS RESTORED WILL WE HAVE ANY CHANCE AGAINST DOOM.
THEN, AS REED RICHARDS SETS TO WORK ON THE PROBLEM...
ARE YOU SURE THE TWO OF YOU WANT TO GO HOME? YOU'RE MORE THAN WELCOME TO USE OUR GUEST ROOM...
YEAH-- WE KNOW THAT, SUZIE.
BUT ALL THIS TURNIN' OUT TA BE A FAKE COOKED UP BY DOC DOOM AN' THE PUPPET MASTER HAS... WELL-- ME AND 'LICIA GOTTA TALK..
BEN AND ALICIA DEPART, AND LATE INTO THE NIGHT LABORS REED RICHARDS...
CAN I GET YOU ANYTHING, DARLING? YOU'VE BEEN AT IT ALMOST FIVE HOURS WITHOUT A BREAK...
PLEASE GO AWAY, SUSAN.
I MUST CALCULATE THE TINIEST DETAIL OF MY PLAN IF IT IS TO SUCCEED.
I CANNOT BE INTERRUPTED.
FAMILIAR AS SHE IS WITH HER HUSBAND'S MOODS, SUE RETIRES TO BED NO DREAMS TROUBLE HER, BUT THE NEXT MORNING...
MORE COFFEE, JOHNNY?
ONE MORE, THANKS, SUE. THEN I THINK I'LL-- HOLY COW--
--ALICIA!
S-SUE...?
OH-- SUSAN, HELP ME! BEN AND I WERE UP HALF THE NIGHT. HE SAYS IF ALL THIS IS A SHAM CREATED BY MY STEP-FATHER THAT HE AND I ARE NOT REALLY MARRIED!
HE WAS SO ANGRY! HE SAID HE'D KILL MY STEP-FATHER. SAID HE'D TAKEN ALL BEN'S DREAMS AND TURNED THEM INTO SOMETHING DIRTY!
AND NOW... HE'S GONE!
DON'T WORRY ALICIA. BEN WON'T DO ANYTHING RASH-- WE'LL FIND HIM.


AND SO THE SEARCH BEGINS. EACH OF THE FOUR REMAINING ADULTS SETTING OUT TO SCOUR THE TOWN...
AND IN EVERY BUILDING ON EVERY STREET IS MADE THE SAME DISCOVERY..
THE "PEOPLE" OF LIDDLEVILLE STAND FROZEN AT THEIR PLACES
THE TOWN HAS BEEN SHUT DOWN!
AND ON A HILLTOP OVERLOOKING THE DEATHLY SILENCE...
I THOUGHT I MIGHT FIND YOU HERE, BEN. I REMEMBERED IN COLLEGE YOU USED TO LIKE HILLTOPS FOR MEDITATION...
IF YOU'VE COME TO TELL ME YOU'VE FIGGERED OUT A WAY FER US TA GET OUR POWERS BACK, YOU CAN SAVE YER BREATH!
I AIN'T GOING BACK, REED!
WHAT? YOU CAN'T BE SERIOUS, BEN!
WHY NOT? I GOT NOTHIN' TO GO BACK TO. THIS MAY ALL BE FAKE, BUT AT LEAST ME AN' ALICIA HAVE SOME KINDA LIFE HERE. MAYBE IT'S ALL A LIE -- BUT IT'S BETTER THAN THE TRUTH WE BEEN LIVIN'!
I LOVE ALICIA, REED. I THINK I HAVE FROM THE MOMENT I LAID EYES ON HER, WAY BACK. BUT THE THING CAN'T LOVE HER
BEN, I...
NO--HEAR ME OUT! YOU AN' SUE HAVE SOMETHIN' LIKE A NORMAL LIFE, BUT ALICIA... I CAN'T EVEN TAKE HER IN MY ARMS WITHOUT WORRYIN' I'M GONNA KILL HER.
BEN--BEN, I UNDERSTAND HOW YOU FEEL. AND I KNOW WHAT A TERRIBLE THING THIS IS I'M ASKING. WE'VE ALL HAD A TASTE HERE IN LIDDLEVILLE OF WHAT IT MIGHT HAVE BEEN LIKE HAD WE NEVER BECOME THE FANTASTIC FOUR.
BUT WE ARE THE FF, BEN. AND THAT MEANS WE HAVE RESPONSIBILITIES
AND RIGHT NOW WE'RE THE ONLY ONES WHO CAN STOP DOOM.
THAT'S A LOADA BULL, AN' YOU KNOW IT! WHEN WE FIRST GOT OUR POWERS THAT MIGHTA BEEN TRUE. THE WORLD MIGHTA NEEDED THE FANTASTIC FOUR.
BUT NOW... NOW THERE'S THE AVENGERS, THE DEFENDERS, THE X-MEN -- EVEN SPIDER-MAN, DAREDEVIL... ALL THEM GUYS
FACE IT, PAL. THE WORLD JUST DON'T NEED THE FANTASTIC FOUR ANYMORE...
BEN

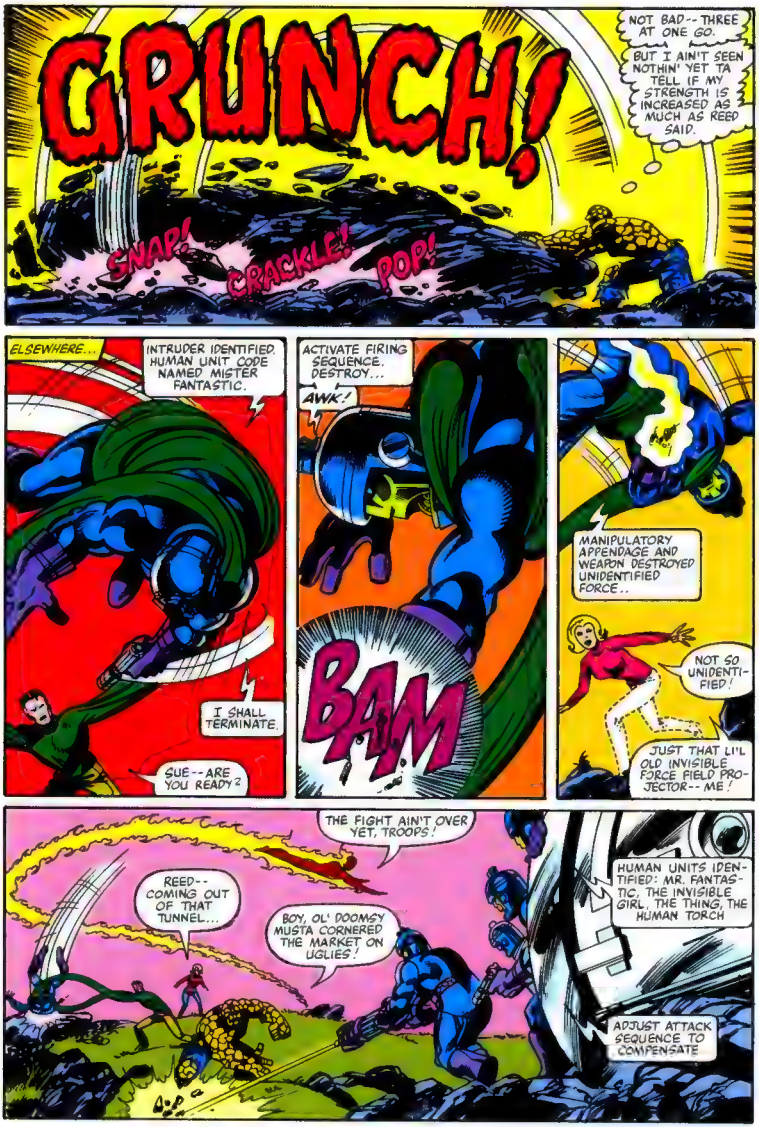

I CAN'T BELIEVE YOU HONESTLY THINK THAT WAY, BEN. YOU KNOW AS WELL AS I DO THAT THERE IS MORE TO BEING THE FANTASTIC FOUR THAN POWERS AND COSTUMES. WE NEVER ASKED FOR THE JOB, BEN, BUT WE HAVE BEEN ELEVATED BEYOND BEING JUST SUPER HEROES -- AND YES, I ADMIT THERE IS NO DEARTH OF THOSE...
WE AREN'T JUST PEOPLE ANY MORE, BEN. WE AREN'T JUST HEROES. WE ARE THE FANTASTIC FOUR, AND YOU KNOW AS WELL AS I DO JUST WHAT THAT MEANS.
NICE SPEECH, PAL. BUT IT DON'T CHANGE NOTHIN'. GO SAVE THE WORLD AGAIN. SEE IF ANYONE SEZ THANKS. ME -- I'VE MADE MY CHOICE.
THEN... I'M SORRY, BEN. AND... GOOD-BYE.
LIDDLEVILLE COLLEGE, ONE HOUR LATER...
IN THE UNNATURAL SILENCE OF THE FROZEN TOWN, VOICES COME IN HARSH WHISPERS.
OFFICE OF THE PRESIDENT
V. VAUGHN
ARE YOU SURE OF THIS, REED?
ABSOLUTELY SUE, ONLY VAUGHN HAS THE KEY TO THE PHYSICS LAB -- BUT I'VE NEVER BEEN IN HIS...
...OFFICE...?
THE BARE WALLS YAWN IN SEEMING MOCKERY...
AND OF THE LONE OCCUPANT OF THIS TINY ROOM...
DEACTIVATED! OF COURSE, WITHOUT DOOM'S CONTROLLING INTELLECT INHABITING HIS BODY, "VINCENT VAUGHN" IS AS LIFELESS AS THE ROBOTIC PUPPET HE TRULY IS!
AH -- GOOD. HERE'S THE KEY...

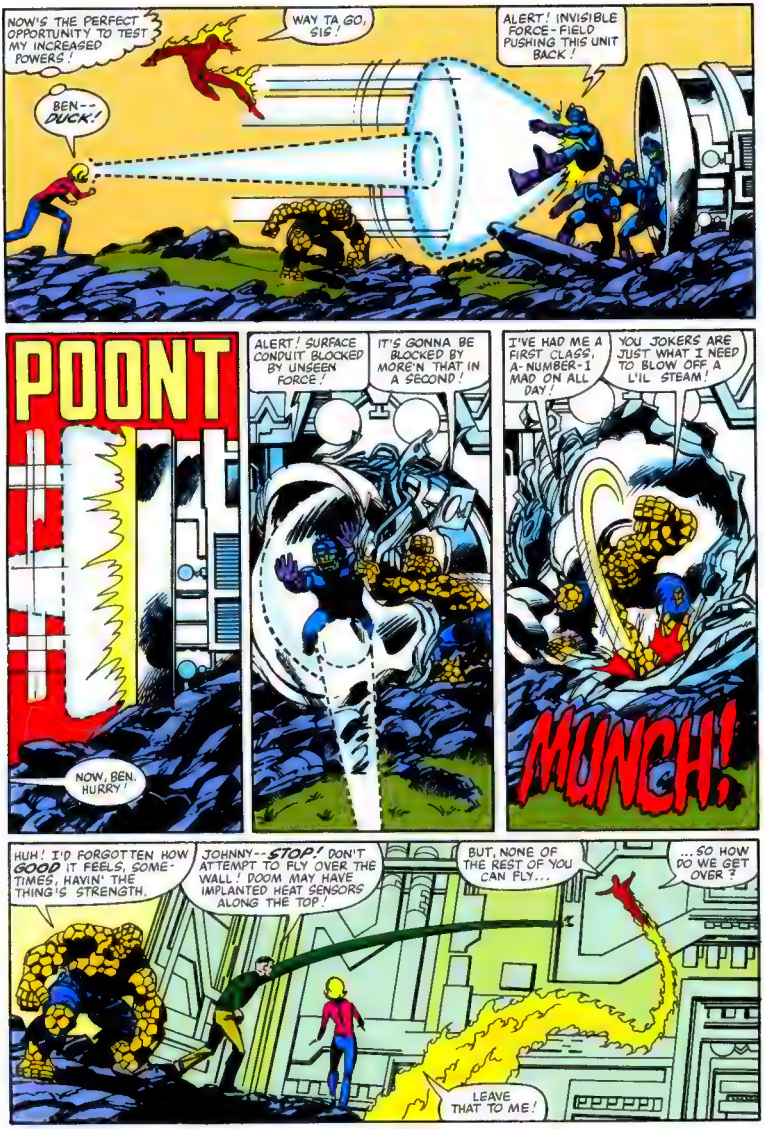
MAN, THIS IS REAL SPOOKY! I KNOW THEY'RE ALL FAKE BUT I HAVE SUCH CLEAR MEMORIES OF THIS PLACE-- OF BEING A STUDENT HERE!
REED-- PLEASE BE CAREFUL...
AUNT 'LICIA -- I'M FRIGHTENED!
IT'S ALRIGHT, FRANKLIN. NOTHING CAN HURT YOU HERE...
IS THAT THE PARTICLE ACCELERATOR, REED?
REED?
S-SORRY, SUE. I HAD NOT EXPECTED TO FIND SINGH HERE. HE WAS THE CLOSEST TO A FRIEND I HAD ON THE UNIVERSITY STAFF.
IT'S HARD NOW TO ACCEPT HE WAS ONLY A ROBOT...
QUICKLY BRUSHING ASIDE SUCH SENTIMENTS, REED SETS TO WORK...
I WAS RIGHT! IT'S MINIATURIZED! BUT THIS IS A REAL PARTICLE ACCELERATOR. DOOM COULDN'T RISK MY RECOGNIZING A FAKE, EVEN IN MY BEFUDDLED STATE!
NOW WHAT I NEED TO DO IS RE-CREATE THE PRECISE FREQUENCY AND INTENSITY OF RADIATION NECESSARY TO DUPLICATE THE COSMIC RAY STORM WHICH GAVE US OUR POWERS.
THEN, BY A CAREFULLY CONTROLLED INCREASE IN DOSAGE I CAN GIVE THESE BODIES ALMOST TWENTY TIMES MORE POWER, PROPORTIONATELY.
WITHOUT THAT INCREASE OUR TINY SIZE WOULD RENDER OUR NORMAL POWERS VIRTUALLY USELESS...
WITHIN MINUTES...
THERE, IT'S READY, ALICIA. I SUGGEST YOU TAKE FRANKLIN DOWN THE HALL. I DON'T WANT TO RISK TRIGGERING HIS OWN LATENT POWERS WITH AN ACCIDENTAL EXPOSURE TO THE COSMIC RAYS
YES, REED
NOW ALL I HAVE TO DO IS STEP UNDER THE FIELD PROJECTOR, AND THE STREAM OF RADIATION SHOULD DO THE REST.
NO-- REED YOU CAN'T GO FIRST!
IF YOUR CALCULATIONS ARE EVEN THE TINIEST BIT OFF YOU COULD BE KILLED-- AND NONE OF US KNOW HOW TO RESET THE MACHINE. YOU WOULD HAVE DIED IN VAIN.
LET ME GO FIRST.
SIS IS RIGHT, REED, EXCEPT I'M GONNA BE FIRST.
YOU'RE BOTH WRONG.

I'LL GO FIRST!
BEN!
BEN--OLD FRIEND--I KNEW YOU WOULDN'T LET US DOWN--LET THE WORLD DOWN...
CAN IT, RICHARDS. JUST DON'T SAY A BLASTED WORD. LET'S JUST GET THIS OVER WITH.
RADIATION COUNT IS SET TO REQUIRED ACCELERATION. BEN... ARE YOU CERTAIN..
NO!
SO DO IT!
IT BEGINS.
AS THEY DID SO MANY YEARS BEFORE, THE RAYS PENETRATE BEN GRIMM'S BODY...
UNGH! I CAN FEEL IT... FEEL THE CHANGE BEGINNIN'!
ONLY--ONLY IT HURTS! HURTS SO BAD! POUNDIN' IN MY HEAD...
DON'T KNOW IF I CAN TAKE MUCH MORE! DON'T KNOW IF...
IT WORKED!

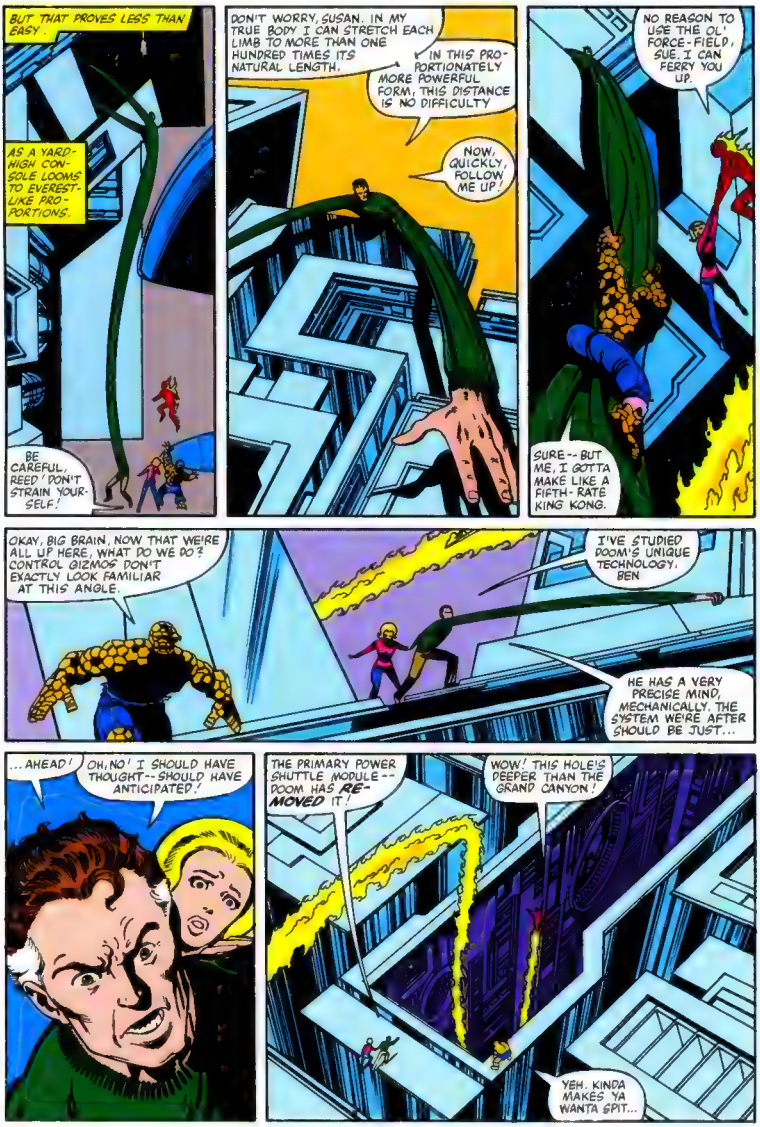

STEADY, BEN! I DON'T HAVE THE EQUIPMENT TO RUN A COMPLETE PHYSICAL ON YOU HERE.
HOW DO YOU FEEL?
LOUSY! HOW AM I SUPPOSED TA FEEL? I'M THE THING AGIN, AIN'T I?
REED? I THOUGHT I HEARD...
OH!
ALICIA! NO! NO! GET HER OUTTA HERE! GET HER AWAY!
ALICIA-- PERHAPS YOU SHOULD...
BEN-- MY DARLING-- WHAT IS IT? WHAT'S WRONG?
GO AWAY, ALICIA! PLEASE! I DON'T WANT YOU TO SEE ME LIKE THIS!
NOT LIKE THIS!
OH-- OH, BEN! MY POOR, FOOLISH, WONDERFUL BEN! DID YOU THINK I ONLY LOVED YOU BECAUSE I COULD NOT SEE? I WAS BORN WITH SIGHT, BEN. I REMEMBERED COLOR.
AND I HAVE "SEEN" YOU WITH MY FINGERTIPS A THOUSAND TIMES. I DO NOT LOVE YOU BECAUSE OF MY BLINDNESS, MY DARLING. I LOVE YOU DESPITE IT.
Y-YOU MEAN --YOU'VE ALWAYS KNOWN WHAT I LOOKED LIKE-- WHAT THE THING LOOKS LIKE?
OF COURSE, DEAREST BEN! AND I HAVE ALWAYS LOVED YOU!
LET US THEN TURN AWAY FROM TWO LOVERS WHOSE NEXT WORDS ARE FOR THEIR EARS ALONE...

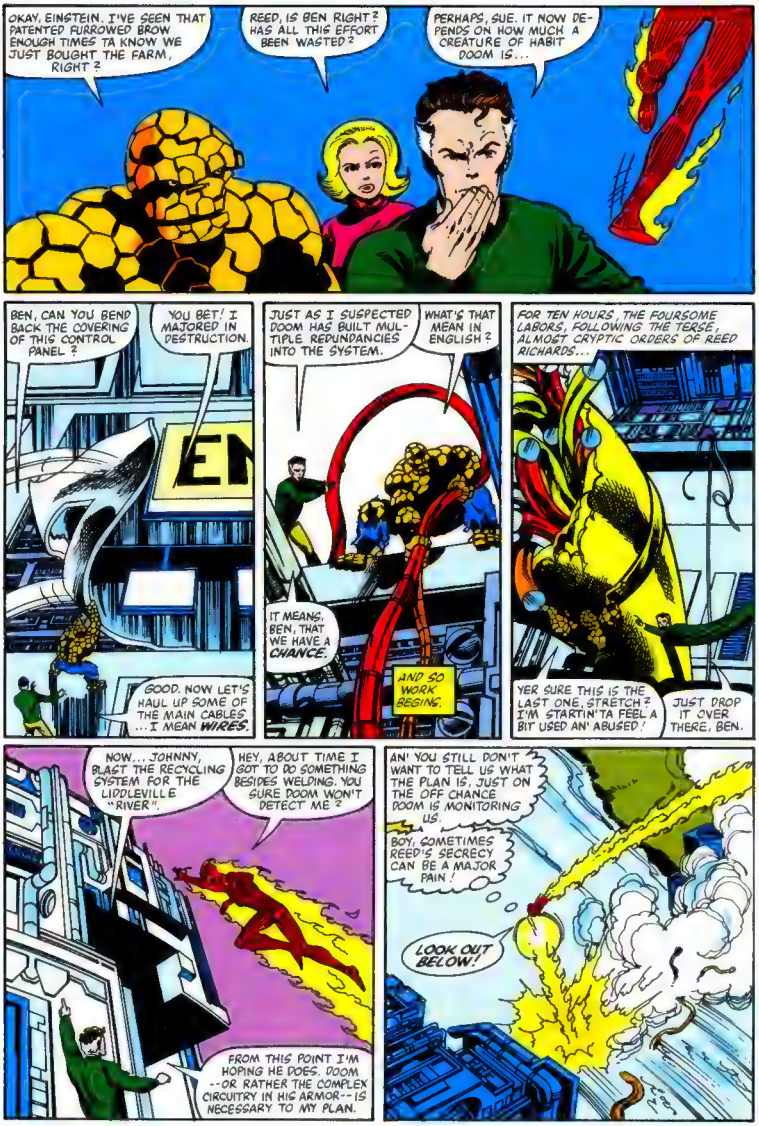
AND MOVE AHEAD A FEW HOURS TO FIND JOHNNY STORM STROLLING A QUIET COUNTRY LANE JUST OUTSIDE LIDDLEVILLE...
SUDDENLY...
HALT HUMAN. TURN BACK! NONE MAY PASS BEYOND THIS BOUNDARY ZONE -- BY ORDER OF DOCTOR DOOM!
DOOM'S GUARDIAN ROBOTS! REED WAS RIGHT!
SORRY, CHUCKLES. DOC DOOM'S ORDERS DON'T CARRY A WHOLE LOTTA WEIGHT AROUND HERE--
--OR, PUT ANOTHER WAY... FLAME ON!
HOT DOG! I SLAGGED THE CREEP!
OUR POWERS ARE BOOSTED ALMOST TWENTY TIMES!
ALERT ALL UNITS! UNIT KR-7 HAS BEEN NEUTRALIZED. TERMINATE INTRUDE.
AWK!
SORRY-- CAN'T LET YOU DO THAT..
UNITS KR-7 AND LB-9 ARE UNDER ASSAULT FROM UNIDENTIFIED FORCES...
PREPARE TO...
PREPARE TA GET GOOSHED, YA TIN GALOOTS!
IT'S CLOBBERIN' TIME!

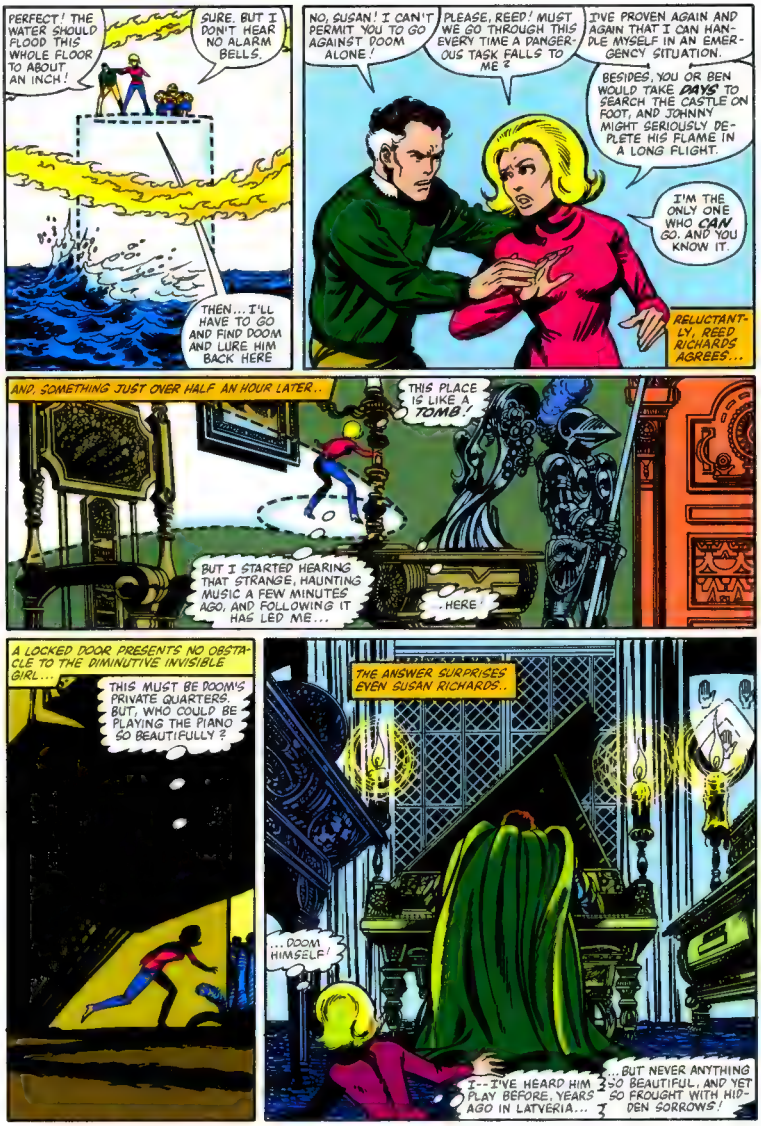

GRUNCH!
SNAP!
CRACKLE!
POP!
NOT BAD--THREE AT ONE GO. BUT I AIN'T SEEN NOTHIN' YET TA TELL IF MY STRENGTH IS INCREASED AS MUCH AS REED SAID.
ELSEWHERE...
INTRUDER IDENTIFIED. HUMAN UNIT CODE NAMED MISTER FANTASTIC.
I SHALL TERMINATE.
SUE--ARE YOU READY?
ACTIVATE FIRING SEQUENCE. DESTROY...
AWK!
BAM
MANIPULATORY APPENDAGE AND WEAPON DESTROYED UNIDENTIFIED FORCE..
NOT SO UNIDENTIFIED!
JUST THAT LI'L OLD INVISIBLE FORCE FIELD PROJECTOR--ME!
THE FIGHT AIN'T OVER YET, TROOPS!
REED--COMING OUT OF THAT TUNNEL...
BOY, OL' DOOMSY MUSTA CORNERED THE MARKET ON UGLIES!
HUMAN UNITS IDENTIFIED: MR. FANTASTIC, THE INVISIBLE GIRL, THE THING, THE HUMAN TORCH
ADJUST ATTACK SEQUENCE TO COMPENSATE

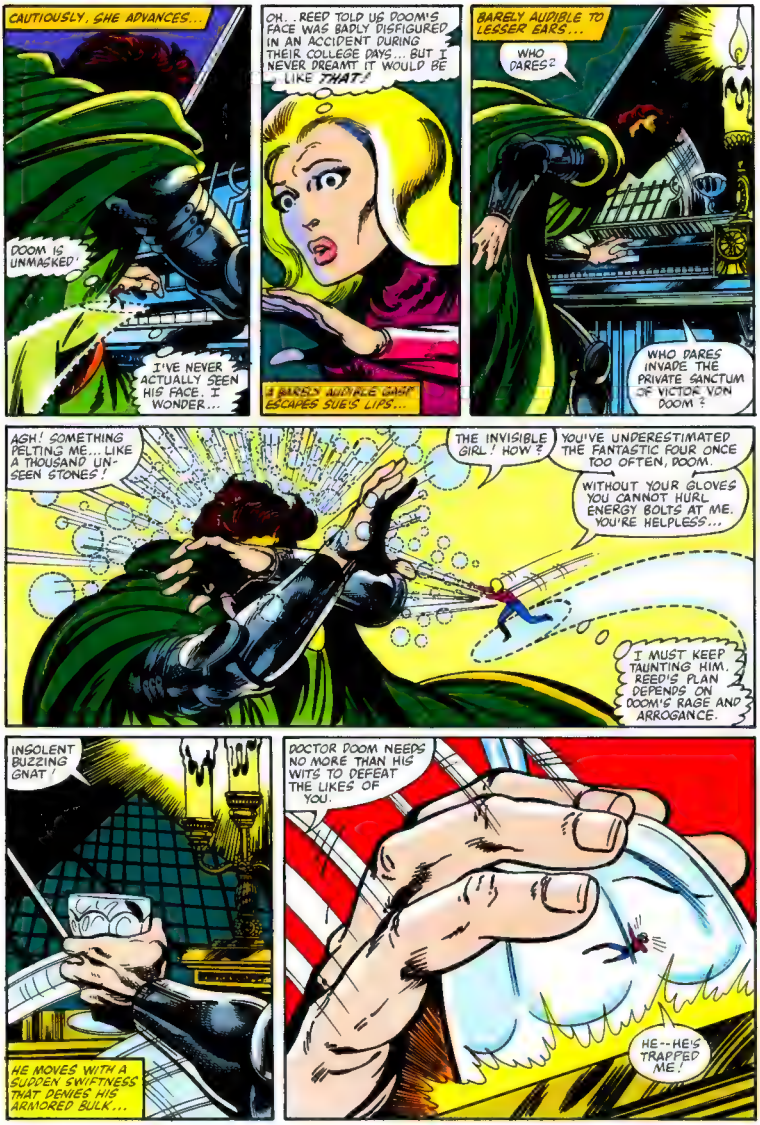

NOW'S THE PERFECT OPPORTUNITY TO TEST MY INCREASED POWERS!
WAY TA GO, SIS!
ALERT! INVISIBLE FORCE-FIELD PUSHING THIS UNIT BACK!
BEN--DUCK!
POONT
NOW, BEN. HURRY!
ALERT! SURFACE CONDUIT BLOCKED BY UNSEEN FORCE!
IT'S GONNA BE BLOCKED BY MORE'N THAT IN A SECOND!
I'VE HAD ME A FIRST CLASS, A-NUMBER-1 MAD ON ALL DAY!
YOU JOKERS ARE JUST WHAT I NEED TO BLOW OFF A L'IL STEAM!
MUNCH!
HUH! I'D FORGOTTEN HOW GOOD IT FEELS, SOMETIMES, HAVIN' THE THING'S STRENGTH.
JOHNNY--STOP! DON'T ATTEMPT TO FLY OVER THE WALL! DOOM MAY HAVE IMPLANTED HEAT SENSORS ALONG THE TOP!
BUT, NONE OF THE REST OF YOU CAN FLY...
...SO HOW DO WE GET OVER?
LEAVE THAT TO ME!

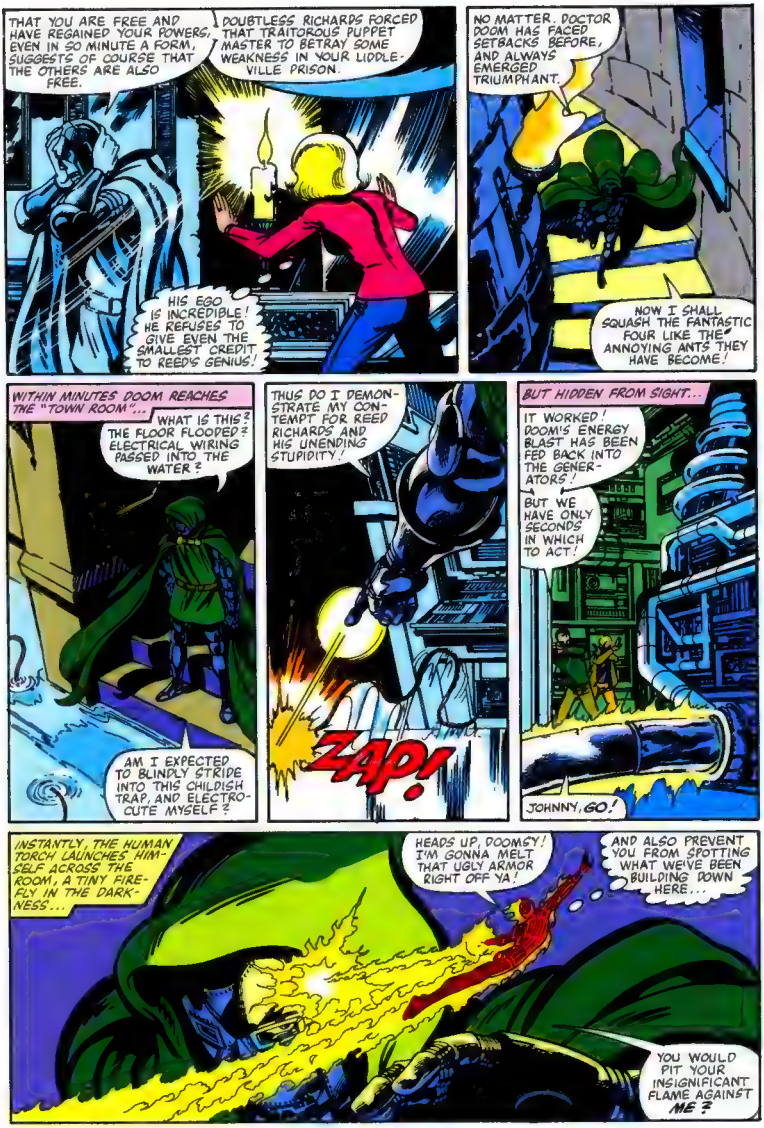
I RECENTLY LEARNED HOW TO USE MY INVISIBLE FORCE FIELD AS A MEANS OF TRAVEL. WITH MY INCREASED POWER, CARRYING ALL FOUR OF US SHOULD BE NO PROBLEM.
BE CAREFUL, SUE-- IN FACT, ALL OF YOU. DO NOT BECOME TOO ACCUSTOMED TO THE POWER LEVELS IN THESE BODIES.
DON'T MOVE AROUND TOO MUCH. WE CAN'T SEE THE EDGES OF THIS COLUMN DON'T RISK FALLING OFF
ALL I'M RISKIN' IS MY LUNCH. DO WE HAVE TO GO SO BLAMED FAST?
AW, DON'T BE SUCH A WET BLANKET, THING! THIS IS COOL! I FEEL LIKE THE SILVER SURFER!
MOMENTS LATER, AS SUE CAREFULLY ADJUSTS THE ANGLE OF HER FORCE-FIELD TO BRING THEM DOWN TO THE FLOOR...
EXCELLENT, MY DARLING! BUT YOU MUST TAKE A MOMENT TO REST NOW.
YES-- IT WAS TAXING...
OKAY, WHERE'S SOMETHING I CAN BREAK?
UP THERE, BEN. THAT IS THE ONLY CONTROL CONSOLE IN THIS ROOM!
THEN WHAT ARE WE WAITIN' FOR? LET'S GO!
ENABLE
ENABLE
ENABLE


BUT THAT PROVES LESS THAN EASY.
AS A YARD-HIGH CONSOLE LOOMS TO EVEREST-LIKE PROPORTIONS.
BE CAREFUL, REED! DON'T STRAIN YOURSELF!
DON'T WORRY, SUSAN. IN MY TRUE BODY I CAN STRETCH EACH LIMB TO MORE THAN ONE HUNDRED TIMES ITS NATURAL LENGTH.
IN THIS PROPORTIONATELY MORE POWERFUL FORM, THIS DISTANCE IS NO DIFFICULTY
NOW, QUICKLY, FOLLOW ME UP!
NO REASON TO USE THE OL' FORCE-FIELD, SUE. I CAN FERRY YOU UP.
SURE--BUT ME, I GOTTA MAKE LIKE A FIFTH-RATE KING KONG.
OKAY, BIG BRAIN, NOW THAT WE'RE ALL UP HERE, WHAT DO WE DO? CONTROL GIZMOS DON'T EXACTLY LOOK FAMILIAR AT THIS ANGLE.
I'VE STUDIED DOOM'S UNIQUE TECHNOLOGY, BEN
HE HAS A VERY PRECISE MIND, MECHANICALLY. THE SYSTEM WE'RE AFTER SHOULD BE JUST...
...AHEAD!
OH, NO! I SHOULD HAVE THOUGHT--SHOULD HAVE ANTICIPATED!
THE PRIMARY POWER SHUTTLE MODULE--DOOM HAS RE-MOVED IT!
WOW! THIS HOLE IS DEEPER THAN THE GRAND CANYON!
YEH. KINDA MAKES YA WANTA SPIT...


OKAY, EINSTEIN. I'VE SEEN THAT PATENTED FURROWED BROW ENOUGH TIMES TA KNOW WE JUST BOUGHT THE FARM, RIGHT?
REED, IS BEN RIGHT? HAS ALL THIS EFFORT BEEN WASTED?
PERHAPS, SUE. IT NOW DEPENDS ON HOW MUCH A CREATURE OF HABIT DOOM IS...
BEN, CAN YOU BEND BACK THE COVERING OF THIS CONTROL PANEL?
YOU BET! I MAJORED IN DESTRUCTION.
GOOD. NOW LET'S HAUL UP SOME OF THE MAIN CABLES ... I MEAN WIRES.
JUST AS I SUSPECTED DOOM HAS BUILT MULTIPLE REDUNDANCIES INTO THE SYSTEM.
WHAT'S THAT MEAN IN ENGLISH?
IT MEANS, BEN, THAT WE HAVE A CHANCE.
AND SO WORK BEGINS.
FOR TEN HOURS, THE FOURSOME LABORS, FOLLOWING THE TERSE, ALMOST CRYPTIC ORDERS OF REED RICHARDS...
YER SURE THIS IS THE LAST ONE, STRETCH? I'M STARTIN'TA FEEL A BIT USED AN' ABUSED!
JUST DROP IT OVER THERE, BEN.
NOW... JOHNNY, BLAST THE RECYCLING SYSTEM FOR THE LIDDLEVILLE "RIVER".
HEY, ABOUT TIME I GOT TO DO SOMETHING BESIDES WELDING. YOU SURE DOOM WON'T DETECT ME?
FROM THIS POINT I'M HOPING HE DOES. DOOM --OR RATHER THE COMPLEX CIRCUITRY IN HIS ARMOR-- IS NECESSARY TO MY PLAN.
AN' YOU STILL DON'T WANT TO TELL US WHAT THE PLAN IS, JUST ON THE OFF CHANCE DOOM IS MONITORING US.
BOY, SOMETIMES REED'S SECRECY CAN BE A MAJOR PAIN!
LOOK OUT BELOW!

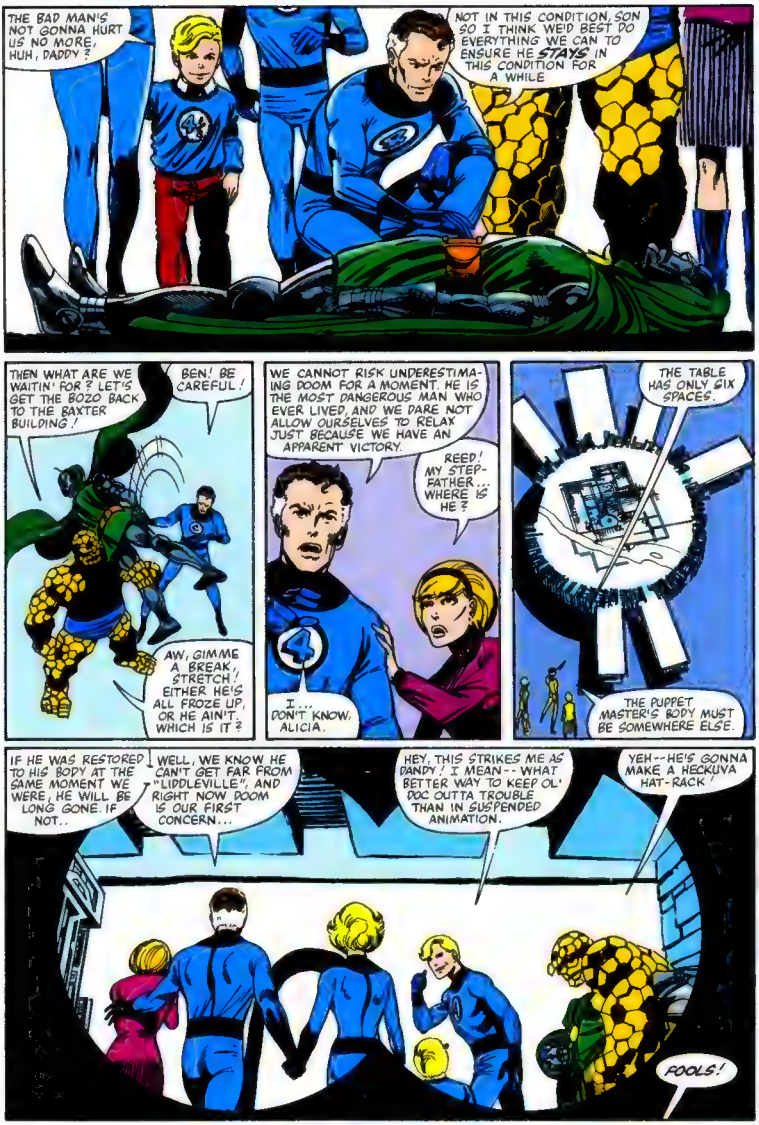

PERFECT! THE WATER SHOULD FLOOD THIS WHOLE FLOOR TO ABOUT AN INCH!
SURE. BUT I DON'T HEAR NO ALARM BELLS.
THEN... I'LL HAVE TO GO AND FIND DOOM AND LURE HIM BACK HERE
NO, SUSAN! I CAN'T PERMIT YOU TO GO AGAINST DOOM ALONE!
PLEASE, REED! MUST WE GO THROUGH THIS EVERY TIME A DANGEROUS TASK FALLS TO ME?
I'VE PROVEN AGAIN AND AGAIN THAT I CAN HANDLE MYSELF IN AN EMERGENCY SITUATION.
BESIDES, YOU OR BEN WOULD TAKE DAYS TO SEARCH THE CASTLE ON FOOT, AND JOHNNY MIGHT SERIOUSLY DEPLETE HIS FLAME IN A LONG FLIGHT.
I'M THE ONLY ONE WHO CAN GO. AND YOU KNOW IT.
RELUCTANTLY, REED RICHARDS AGREES...
AND, SOMETHING JUST OVER HALF AN HOUR LATER..
THIS PLACE IS LIKE A TOMB!
BUT I STARTED HEARING THAT STRANGE, HAUNTING MUSIC A FEW MINUTES AGO, AND FOLLOWING IT HAS LED ME...
..HERE!
A LOCKED DOOR PRESENTS NO OBSTACLE TO THE DIMINUTIVE INVISIBLE GIRL...
THIS MUST BE DOOM'S PRIVATE QUARTERS. BUT, WHO COULD BE PLAYING THE PIANO SO BEAUTIFULLY?
THE ANSWER SURPRISES EVEN SUSAN RICHARDS..
..DOOM HIMSELF!
I--I'VE HEARD HIM PLAY BEFORE, YEARS AGO IN LATVERIA...
...BUT NEVER ANYTHING SO BEAUTIFUL, AND YET SO FROUGHT WITH HIDDEN SORROWS!


CAUTIOUSLY, SHE ADVANCES...
DOOM IS UNMASKED!
I'VE NEVER ACTUALLY SEEN HIS FACE. I WONDER...
OH.. REED TOLD US DOOM'S FACE WAS BADLY DISFIGURED IN AN ACCIDENT DURING THEIR COLLEGE DAYS... BUT I NEVER DREAMT IT WOULD BE LIKE THAT!
A BARELY AUDIBLE GASP ESCAPES SUE'S LIPS...
BARELY AUDIBLE TO LESSER EARS...
WHO DARES?
WHO DARES INVADE THE PRIVATE SANCTUM OF VICTOR VON DOOM?
AGH! SOMETHING PELTING ME... LIKE A THOUSAND UNSEEN STONES!
THE INVISIBLE GIRL! HOW?
YOU'VE UNDERESTIMATED THE FANTASTIC FOUR ONCE TOO OFTEN, DOOM.
WITHOUT YOUR GLOVES YOU CANNOT HURL ENERGY BOLTS AT ME. YOU'RE HELPLESS...
I MUST KEEP TAUNTING HIM. REED'S PLAN DEPENDS ON DOOM'S RAGE AND ARROGANCE.
INSOLENT BUZZING GNAT!
HE MOVES WITH A SUDDEN SWIFTNESS THAT BELIES HIS ARMORED BULK...
DOCTOR DOOM NEEDS NO MORE THAN HIS WITS TO DEFEAT THE LIKES OF YOU.
HE--HE'S TRAPPED ME!

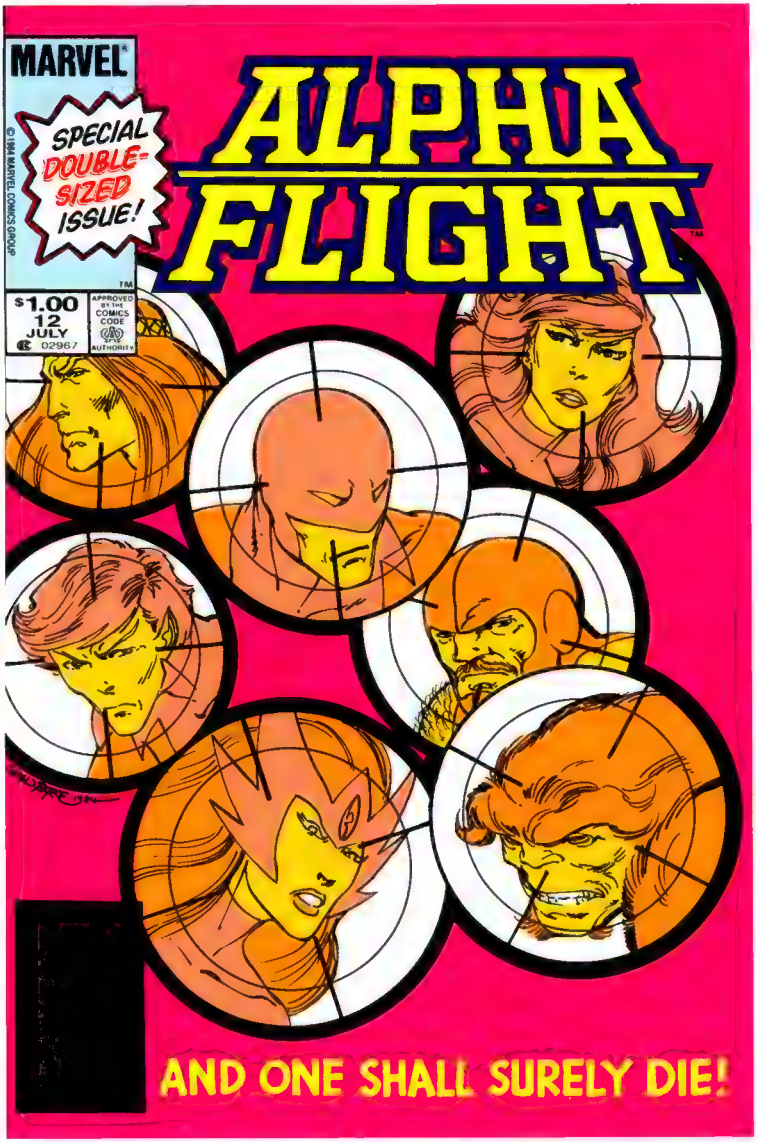

THAT YOU ARE FREE AND HAVE REGAINED YOUR POWERS, EVEN IN SO MINUTE A FORM, SUGGESTS OF COURSE THAT THE OTHERS ARE ALSO FREE.
DOUBTLESS RICHARDS FORCED THAT TRAITOROUS PUPPET MASTER TO BETRAY SOME WEAKNESS IN YOUR LIDDLEVILLE PRISON.
HIS EGO IS INCREDIBLE! HE REFUSES TO GIVE EVEN THE SMALLEST CREDIT TO REED'S GENIUS!
NO MATTER. DOCTOR DOOM HAS FACED SETBACKS BEFORE, AND ALWAYS EMERGED TRIUMPHANT.
NOW I SHALL SQUASH THE FANTASTIC FOUR LIKE THE ANNOYING ANTS THEY HAVE BECOME!
WITHIN MINUTES DOOM REACHES THE "TOWN ROOM"...
WHAT IS THIS? THE FLOOR FLOODED? ELECTRICAL WIRING PASSED INTO THE WATER?
AM I EXPECTED TO BLINDLY STRIDE INTO THIS CHILDISH TRAP, AND ELECTROCUTE MYSELF?
THUS DO I DEMONSTRATE MY CONTEMPT FOR REED RICHARDS AND HIS UNENDING STUPIDITY!
ZAP!
BUT HIDDEN FROM SIGHT...
IT WORKED! DOOM'S ENERGY BLAST HAS BEEN FED BACK INTO THE GENERATORS!
BUT WE HAVE ONLY SECONDS IN WHICH TO ACT!
JOHNNY, GO!
INSTANTLY, THE HUMAN TORCH LAUNCHES HIMSELF ACROSS THE ROOM, A TINY FIREFLY IN THE DARKNESS...
HEADS UP, DOOMSY! I'M GONNA MELT THAT UGLY ARMOR RIGHT OFF YA!
AND ALSO PREVENT YOU FROM SPOTTING WHAT WE'VE BEEN BUILDING DOWN HERE...
YOU WOULD PIT YOUR INSIGNIFICANT FLAME AGAINST ME?

LEARN NOW THE ERROR OF YOUR WAYS!
I AM DOOM! DOOM!
I AM INVINCIBLE!
IT'S WORKING! DOOM'S EGO WILL NOT TOLERATE ANY SUGGESTION THAT A FOE HAS UNDERESTIMATED HIM!
JOHNNY HAS LURED HIM INTO POSITION...
RICHARDS...?
NOW, BEN! NOW!
I HEAR YA TALKIN', LEADER-MAN!
HERE COMES MY SUNDAY-BEST PUNCH!
UNGH! SOMETHING STRUCK MY FOOT, HURLING ME OFF BALANCE!
I'M FALLING TOWARDS THAT CRUDE MECHANISM HIDDEN IN THE SHADOWS!
SKZTAK!
THE SUDDEN DISCHARGE LIGHTS THE ROOM WITH ENOUGH CANDLE-POWER TO BLIND A NORMAL MAN...

AND THE NEXT INSTANT...
WE ARE BACK IN OUR TRUE BODIES!
OH, MY HEAD! I FEEL AS THOUGH I'VE BEEN SUDDENLY JARRED FROM A DEEP SLEEP!
COMPOSE YOURSELF QUICKLY, SUE DARLING! EVERYONE ON FULL ALERT!
BEN! BEN! EVERYTHING HAS GONE DARK! I'M BLIND AGAIN! BLIND!
EASY, BABY. I'M HERE. AIN'T NOTHIN' GONNA HURT YA NOW!
SUE, USE YOUR FORCE-FIELD TO PROTECT FRANKLIN AND ALICIA!
DOOM WILL COUNTER-ATTACK AT ANY MOMENT...
SOMEHOW, FEARLESS LEADER, I DON'T THINK SO...
HOLY SPIT! WE KILLED THE CREEP!
NO, BEN... HE'S NOT DEAD -- BUT HE'S NOT QUITE ALIVE, EITHER
THE TREMENDOUS POWER-SURGE FLOWING THROUGH HIS ARMOR MUST HAVE TRIPPED THE BUILT-IN DEFENSE SYSTEMS, THROWING HIM INTO STASIS.
AND YET... HIS PUPILS ARE FIXED AND DILATED, AS THOUGH HE WENT INTO A COMA AT THAT PRECISE MOMENT...


THE BAD MAN'S NOT GONNA HURT US NO MORE, HUH, DADDY?
NOT IN THIS CONDITION, SON SO I THINK WE'D BEST DO EVERYTHING WE CAN TO ENSURE HE STAYS IN THIS CONDITION FOR A WHILE
THEN WHAT ARE WE WAITIN' FOR? LET'S GET THE BOZO BACK TO THE BAXTER BUILDING!
BEN! BE CAREFUL!
AW, GIMME A BREAK, STRETCH! EITHER HE'S ALL FROZE UP, OR HE AIN'T. WHICH IS IT?
WE CANNOT RISK UNDERESTIMATING DOOM FOR A MOMENT. HE IS THE MOST DANGEROUS MAN WHO EVER LIVED, AND WE DARE NOT ALLOW OURSELVES TO RELAX JUST BECAUSE WE HAVE AN APPARENT VICTORY.
REED! MY STEP-FATHER... WHERE IS HE?
I... DON'T KNOW, ALICIA.
THE TABLE HAS ONLY SIX SPACES.
THE PUPPET MASTER'S BODY MUST BE SOMEWHERE ELSE.
IF HE WAS RESTORED TO HIS BODY AT THE SAME MOMENT WE WERE, HE WILL BE LONG GONE. IF NOT...
WELL, WE KNOW HE CAN'T GET FAR FROM "LIDDLEVILLE", AND RIGHT NOW DOOM IS OUR FIRST CONCERN...
HEY, THIS STRIKES ME AS DANDY! I MEAN -- WHAT BETTER WAY TO KEEP OL' DOC OUTTA TROUBLE THAN IN SUSPENDED ANIMATION.
YEH -- HE'S GONNA MAKE A HECKUVA HAT-RACK!
FOOLS!

JUST OUTSIDE LIDDLEVILLE COLLEGE...
ONCE AGAIN THEY SOW THE SEED OF THEIR OWN UNDOING BY UNDERESTIMATING DOOM!
RICHARDS IS TOO STUPID TO REALIZE THAT USING MY ARMOR TO TRIGGER HIS CRUDE TRANSFERAL SYSTEM...
...SERVED ALSO TO TRANSMIT MY MIND INTO THE ROBOTIC BODY OF "VINCENT VAUGHN."
NOW I HAVE BUT TO WAIT UNTIL THEY ARE OFF-GUARD...
AND A SIMPLE TWIST OF THIS RING WILL RESTORE ME TO MY TRUE BODY.
AND THEN I SHALL DESTROY..
WHAT?!
CRACK!
YOU HAVE DESTROYED ENOUGH, VON DOOM. YOU HAVE TWISTED AND PERVERTED MY DREAMS OF HAPPINESS FOR ALICIA. YOU TURNED MY LIDDLEVILLE INTO A STAGE FOR YOUR TRIVIAL VENGEANCE SCHEME.
WHAT IS YOUR HATRED FOR THE FANTASTIC FOUR COMPARED TO MY HOPES FOR MY STEP-DAUGHTER?
I HAVE REPROGRAMMED THE ROBOTS TO SERVE MY WILL.. AND MINE ALONE.
MASTERS... YOU CANNOT...
NO!
I CAN DO ANYTHING, DOOM!
THERE IS YOUR ENEMY, MY PUPPETS! THERE IS THE DESPOILER, THE CORRUPTOR!
DESTROY HIM!
DOOM FLEES, KNOWING THAT SHOULD THIS ROBOT BODY "DIE", HIS MIND, HIS SOUL WILL PERISH WITH IT.
HE RUNS, KNOWING THAT HE CAN DO SO FOREVER, FOR AS A ROBOT HE WILL NOT TIRE, WILL NOT NEED TO PAUSE FOR REST...
BUT, THEN, NEITHER WILL THEY.
NEITHER WILL THEY...


MARVEL
SPECIAL DOUBLE-SIZED ISSUE!
ALPHA FLIGHT
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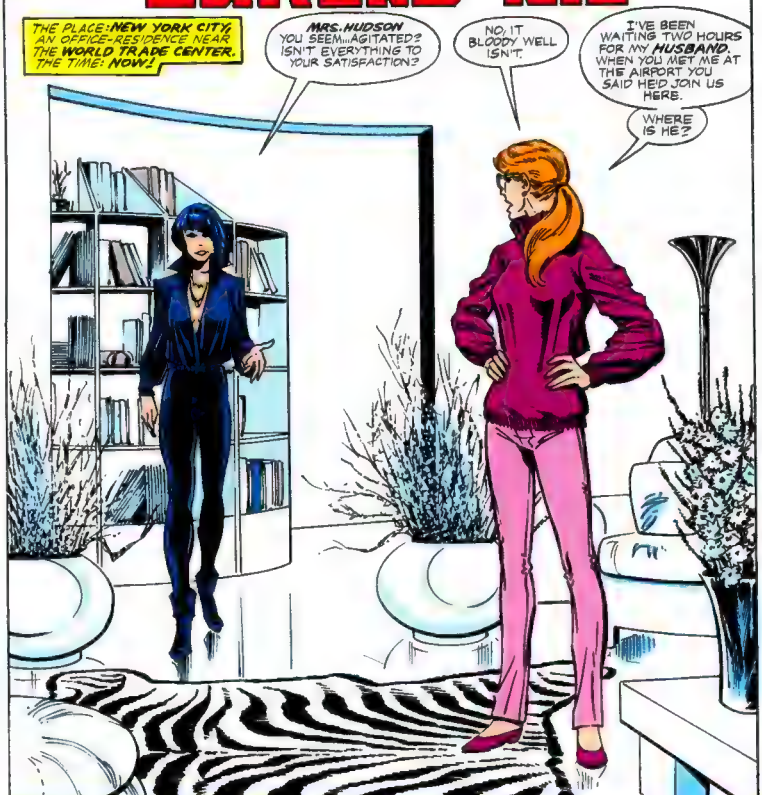
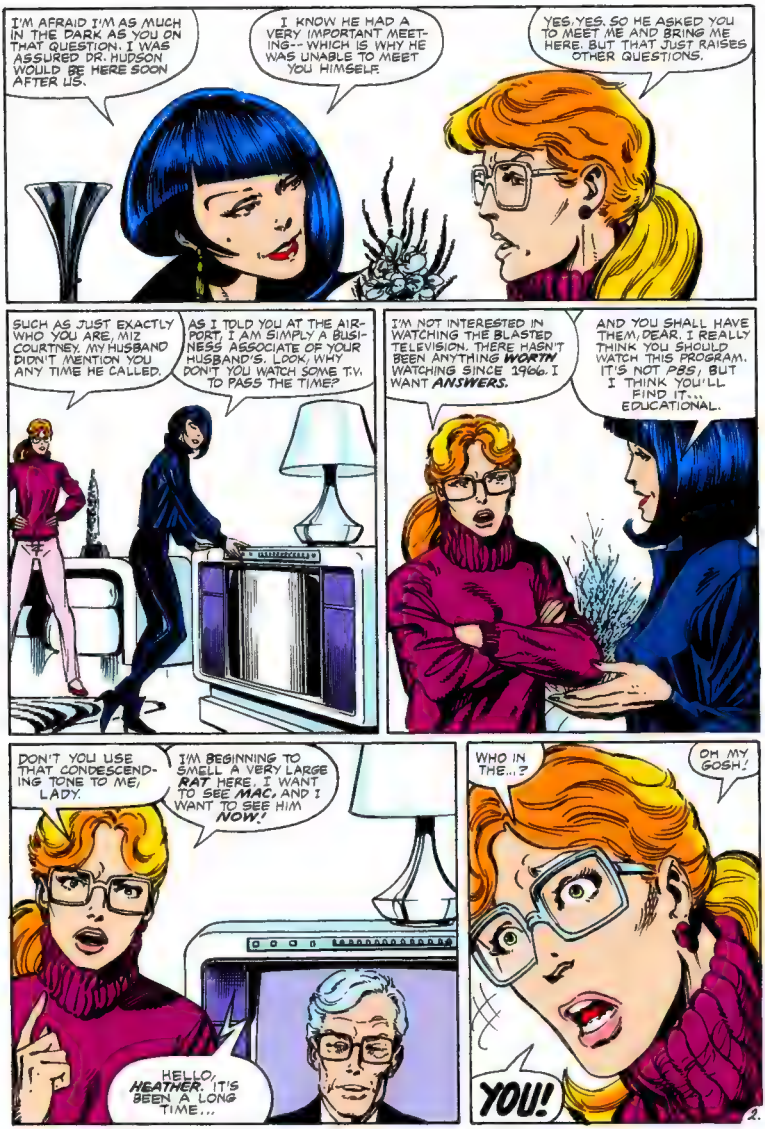
12
JULY
D2967
APPROVED BY THE COMICS CODE AUTHORITY
AND ONE SHALL SURELY DIE!

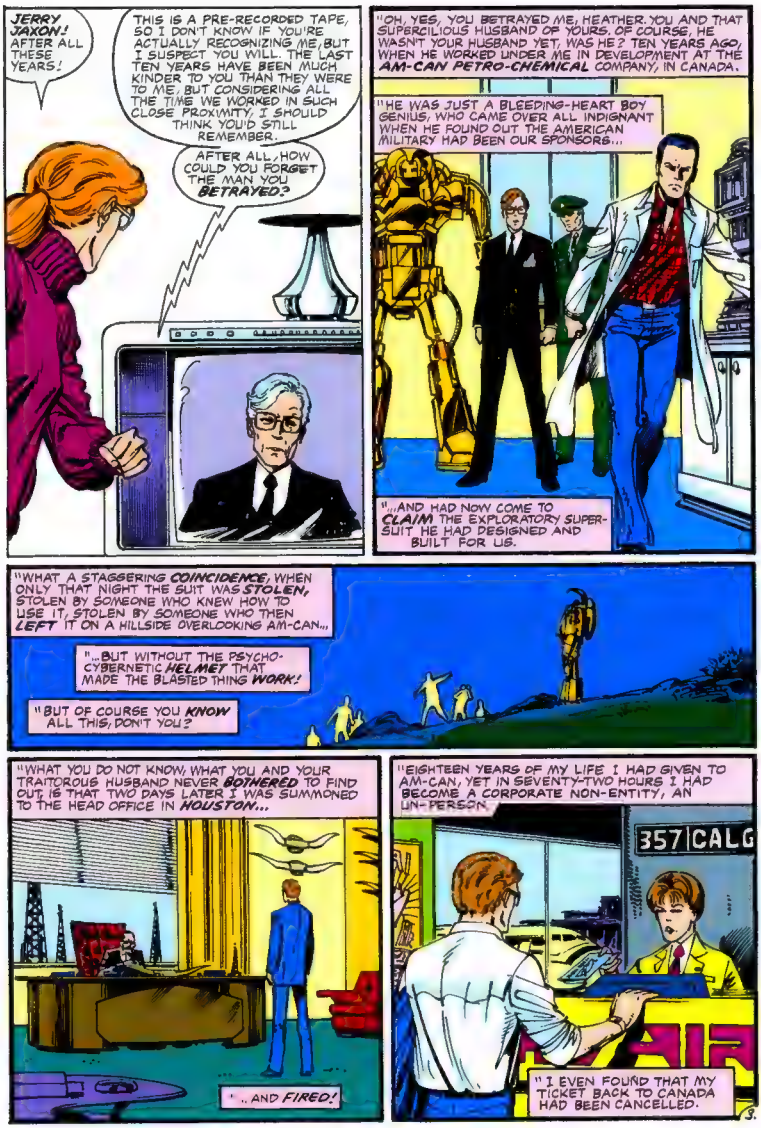
STAN LEE PRESENTS: A CHILLING TALE OF TRAGEDY FOR CANADA'S GREATEST SUPER HEROES

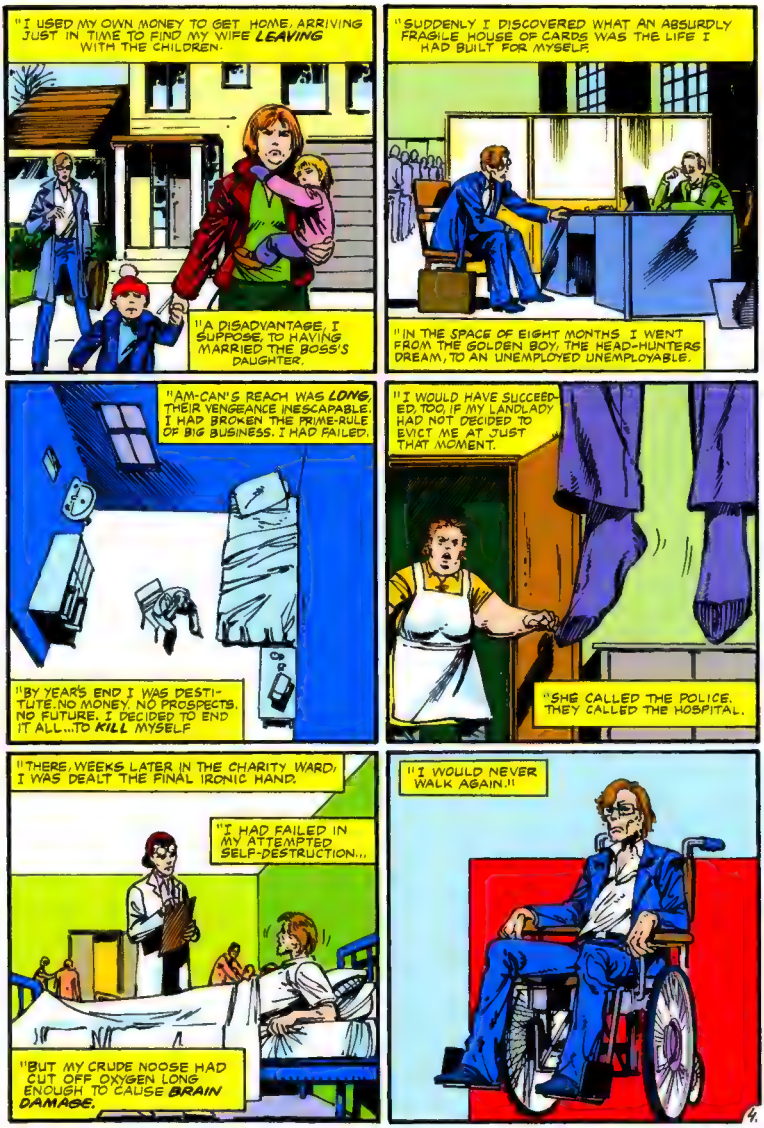
...AND ONE SHALL SURELY DIE

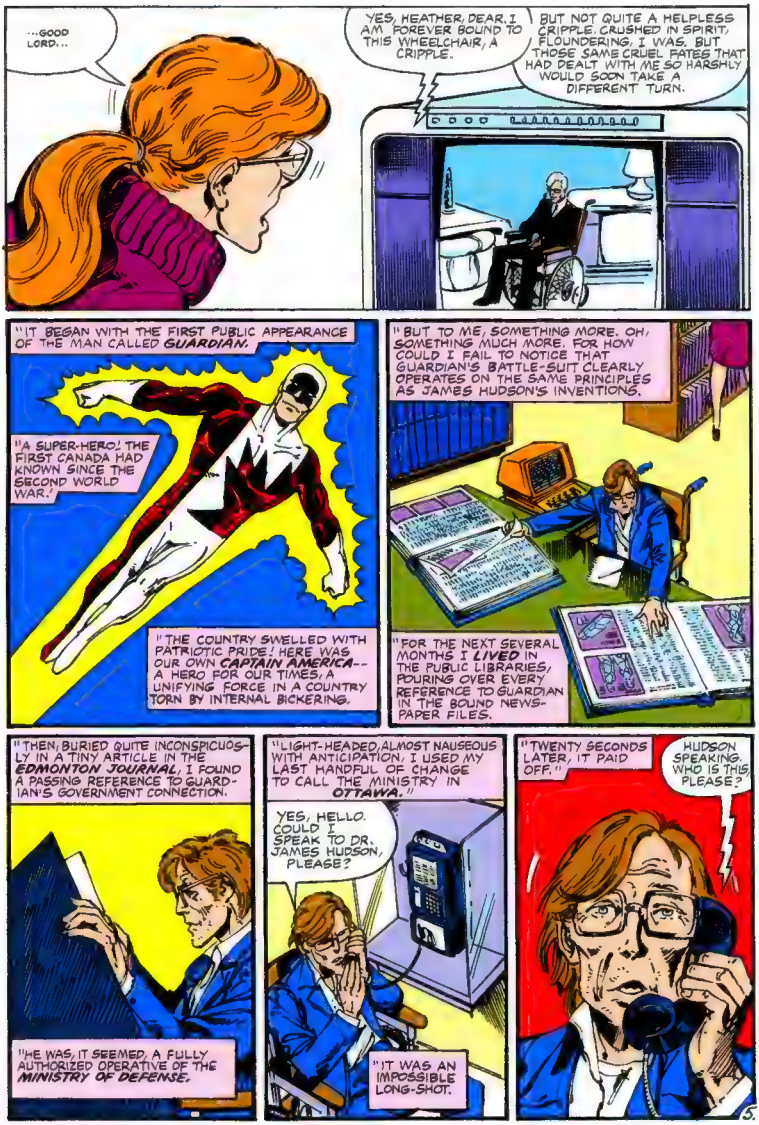

THE PLACE: NEW YORK CITY, AN OFFICE-RESIDENCE NEAR THE WORLD TRADE CENTER.
THE TIME: NOW!
MRS. HUDSON, YOU SEEM...AGITATED? ISN'T EVERYTHING TO YOUR SATISFACTION?
NO, IT BLOODY WELL ISN'T.
I'VE BEEN WAITING TWO HOURS FOR MY HUSBAND. WHEN YOU MET ME AT THE AIRPORT YOU SAID HE'D JOIN US HERE.
WHERE IS HE?

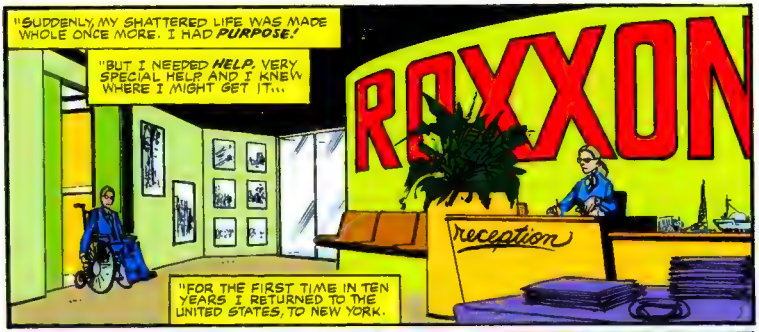
JOHN BYRNE, CREATOR/CHRONICLER | ANDY YANCHUS, COLORIST | MICHAEL HIGGINS, LETTERER | DENNY O'NEIL, EDITOR | JIM SHOOTER, EDITOR-IN-CHIEF

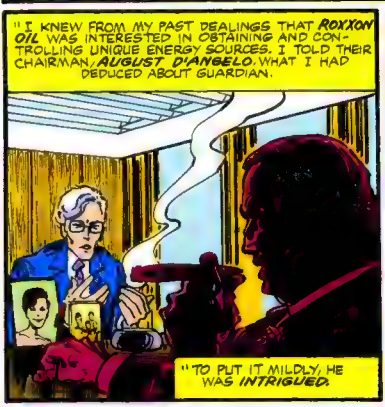

I'M AFRAID I'M AS MUCH IN THE DARK AS YOU ON THAT QUESTION. I WAS ASSURED DR. HUDSON WOULD BE HERE SOON AFTER US.
I KNOW HE HAD A VERY IMPORTANT MEETING-- WHICH IS WHY HE WAS UNABLE TO MEET YOU HIMSELF.
YES, YES. SO HE ASKED YOU TO MEET ME AND BRING ME HERE. BUT THAT JUST RAISES OTHER QUESTIONS.
SUCH AS JUST EXACTLY WHO YOU ARE, MIZ COURTNEY. MY HUSBAND DIDN'T MENTION YOU ANY TIME HE CALLED.
AS I TOLD YOU AT THE AIRPORT, I AM SIMPLY A BUSINESS ASSOCIATE OF YOUR HUSBAND'S. LOOK, WHY DON'T YOU WATCH SOME T.V. TO PASS THE TIME?
I'M NOT INTERESTED IN WATCHING THE BLASTED TELEVISION. THERE HASN'T BEEN ANYTHING WORTH WATCHING SINCE 1966. I WANT ANSWERS.
AND YOU SHALL HAVE THEM, DEAR. I REALLY THINK YOU SHOULD WATCH THIS PROGRAM. IT'S NOT PBS, BUT I THINK YOU'LL FIND IT... EDUCATIONAL.
DON'T YOU USE THAT CONDESCENDING TONE TO ME, LADY.
I'M BEGINNING TO SMELL A VERY LARGE RAT HERE. I WANT TO SEE MAC, AND I WANT TO SEE HIM NOW!
HELLO, HEATHER. IT'S BEEN A LONG TIME...
WHO IN THE...?
OH MY GOSH!
YOU!
2.


JERRY JAXON! AFTER ALL THESE YEARS!
THIS IS A PRE-RECORDED TAPE, SO I DON'T KNOW IF YOU'RE ACTUALLY RECOGNIZING ME, BUT I SUSPECT YOU WILL. THE LAST TEN YEARS HAVE BEEN MUCH KINDER TO YOU THAN THEY WERE TO ME. BUT CONSIDERING ALL THE TIME WE WORKED IN SUCH CLOSE PROXIMITY, I SHOULD THINK YOU'D STILL REMEMBER.
AFTER ALL, HOW COULD YOU FORGET THE MAN YOU BETRAYED?
"OH, YES, YOU BETRAYED ME, HEATHER. YOU AND THAT SUPERCILIOUS HUSBAND OF YOURS. OF COURSE, HE WASN'T YOUR HUSBAND YET, WAS HE? TEN YEARS AGO, WHEN HE WORKED UNDER ME IN DEVELOPMENT AT THE AM-CAN PETRO-CHEMICAL COMPANY, IN CANADA.
"HE WAS JUST A BLEEDING-HEART BOY GENIUS, WHO CAME OVER ALL INDIGNANT WHEN HE FOUND OUT THE AMERICAN MILITARY HAD BEEN OUR SPONSORS...
"...AND HAD NOW COME TO CLAIM THE EXPLORATORY SUPER-SUIT HE HAD DESIGNED AND BUILT FOR US.
"WHAT A STAGGERING COINCIDENCE, WHEN ONLY THAT NIGHT THE SUIT WAS STOLEN, STOLEN BY SOMEONE WHO KNEW HOW TO USE IT, STOLEN BY SOMEONE WHO THEN LEFT IT ON A HILLSIDE OVERLOOKING AM-CAN...
"...BUT WITHOUT THE PSYCHO-CYBERNETIC HELMET THAT MADE THE BLASTED THING WORK!
"BUT OF COURSE YOU KNOW ALL THIS, DON'T YOU?
"WHAT YOU DO NOT KNOW, WHAT YOU AND YOUR TRAITOROUS HUSBAND NEVER BOTHERED TO FIND OUT, IS THAT TWO DAYS LATER I WAS SUMMONED TO THE HEAD OFFICE IN HOUSTON...
"...AND FIRED!
"EIGHTEEN YEARS OF MY LIFE I HAD GIVEN TO AM-CAN, YET IN SEVENTY-TWO HOURS I HAD BECOME A CORPORATE NON-ENTITY, AN UN-PERSON.
357 CALG
"I EVEN FOUND THAT MY TICKET BACK TO CANADA HAD BEEN CANCELLED.
3.


"I USED MY OWN MONEY TO GET HOME, ARRIVING JUST IN TIME TO FIND MY WIFE LEAVING WITH THE CHILDREN.
"A DISADVANTAGE, I SUPPOSE, TO HAVING MARRIED THE BOSS'S DAUGHTER.
"SUDDENLY I DISCOVERED WHAT AN ABSURDLY FRAGILE HOUSE OF CARDS WAS THE LIFE I HAD BUILT FOR MYSELF.
"IN THE SPACE OF EIGHT MONTHS I WENT FROM THE GOLDEN BOY, THE HEAD-HUNTERS DREAM, TO AN UNEMPLOYED UNEMPLOYABLE.
"AM-CAN'S REACH WAS LONG, THEIR VENGEANCE INESCAPABLE. I HAD BROKEN THE PRIME-RULE OF BIG BUSINESS. I HAD FAILED.
"BY YEAR'S END I WAS DESTITUTE. NO MONEY, NO PROSPECTS, NO FUTURE. I DECIDED TO END IT ALL...TO KILL MYSELF
"I WOULD HAVE SUCCEEDED, TOO, IF MY LANDLADY HAD NOT DECIDED TO EVICT ME AT JUST THAT MOMENT.
"SHE CALLED THE POLICE. THEY CALLED THE HOSPITAL.
"THERE, WEEKS LATER IN THE CHARITY WARD, I WAS DEALT THE FINAL IRONIC HAND.
"I HAD FAILED IN MY ATTEMPTED SELF-DESTRUCTION...
"BUT MY CRUDE NOOSE HAD CUT OFF OXYGEN LONG ENOUGH TO CAUSE BRAIN DAMAGE.
"I WOULD NEVER WALK AGAIN."


...GOOD LORD...
YES, HEATHER DEAR, I AM FOREVER BOUND TO THIS WHEELCHAIR, A CRIPPLE.
BUT NOT QUITE A HELPLESS CRIPPLE. CRUSHED IN SPIRIT, FLOUNDERING, I WAS. BUT THOSE SAME CRUEL FATES THAT HAD DEALT WITH ME SO HARSHLY WOULD SOON TAKE A DIFFERENT TURN.
"IT BEGAN WITH THE FIRST PUBLIC APPEARANCE OF THE MAN CALLED GUARDIAN.
"A SUPER-HERO! THE FIRST CANADA HAD KNOWN SINCE THE SECOND WORLD WAR.'
"THE COUNTRY SWELLED WITH PATRIOTIC PRIDE! HERE WAS OUR OWN CAPTAIN AMERICA--A HERO FOR OUR TIMES; A UNIFYING FORCE IN A COUNTRY TORN BY INTERNAL BICKERING.
"BUT TO ME, SOMETHING MORE. OH, SOMETHING MUCH MORE. FOR HOW COULD I FAIL TO NOTICE THAT GUARDIAN'S BATTLE-SUIT CLEARLY OPERATES ON THE SAME PRINCIPLES AS JAMES HUDSON'S INVENTIONS.
"FOR THE NEXT SEVERAL MONTHS I LIVED IN THE PUBLIC LIBRARIES, POURING OVER EVERY REFERENCE TO GUARDIAN IN THE BOUND NEWSPAPER FILES.
"THEN, BURIED QUITE INCONSPICUOUSLY IN A TINY ARTICLE IN THE EDMONTON JOURNAL, I FOUND A PASSING REFERENCE TO GUARDIAN'S GOVERNMENT CONNECTION.
"HE WAS, IT SEEMED, A FULLY AUTHORIZED OPERATIVE OF THE MINISTRY OF DEFENSE.
"LIGHT-HEADED, ALMOST NAUSEOUS WITH ANTICIPATION, I USED MY LAST HANDFUL OF CHANGE TO CALL THE MINISTRY IN OTTAWA."
YES, HELLO. COULD I SPEAK TO DR. JAMES HUDSON, PLEASE?
"IT WAS AN IMPOSSIBLE LONG-SHOT.
"TWENTY SECONDS LATER, IT PAID OFF."
HUDSON SPEAKING. WHO IS THIS PLEASE?


"SUDDENLY, MY SHATTERED LIFE WAS MADE WHOLE ONCE MORE. I HAD PURPOSE!
"BUT I NEEDED HELP. VERY SPECIAL HELP AND I KNEW WHERE I MIGHT GET IT...
ROXXON
reception
"FOR THE FIRST TIME IN TEN YEARS I RETURNED TO THE UNITED STATES, TO NEW YORK.

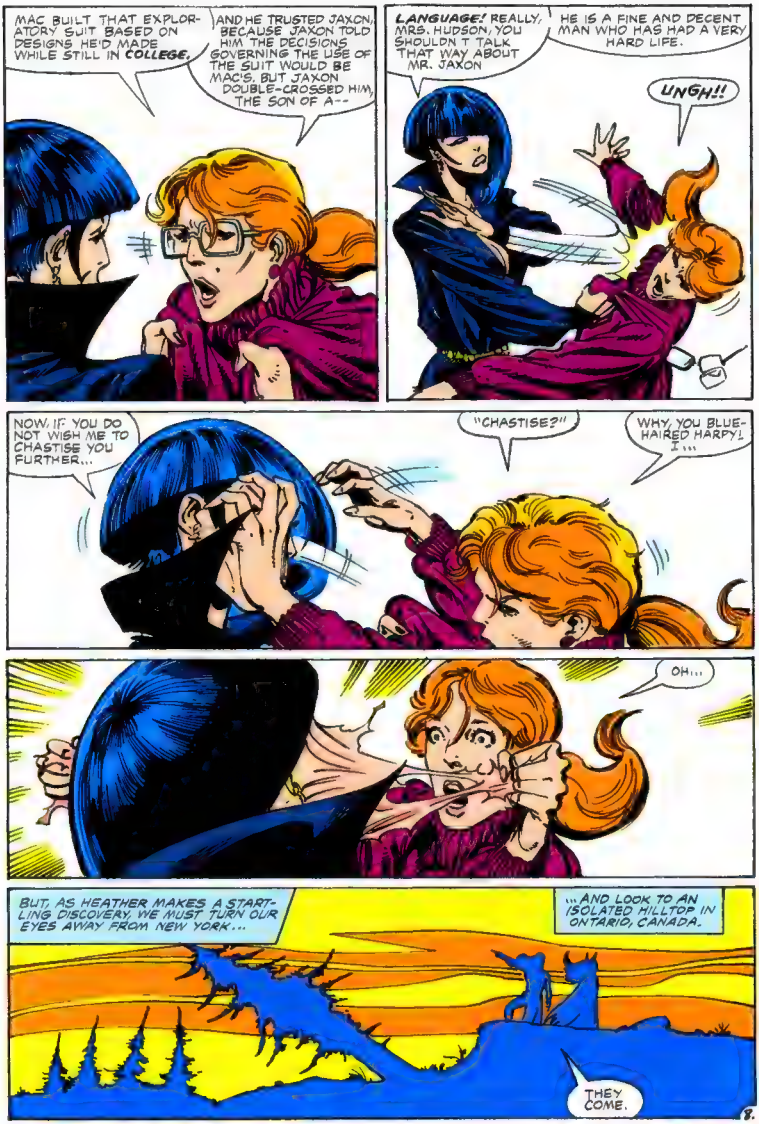

"I KNEW FROM MY PAST DEALINGS THAT ROXXON OIL WAS INTERESTED IN OBTAINING AND CONTROLLING UNIQUE ENERGY SOURCES. I TOLD THEIR CHAIRMAN, AUGUST D'ANGELO, WHAT I HAD DEDUCED ABOUT GUARDIAN.
"TO PUT IT MILDLY, HE WAS INTRIGUED.

"I OUTLINED MY PLAN AND HE TOOK ME TO THE SPECIAL DEVELOPMENTS DEPARTMENT, THERE TO MEET A LADY WHO WAS SPECIAL INDEED.
"DELPHINE COURTNEY.

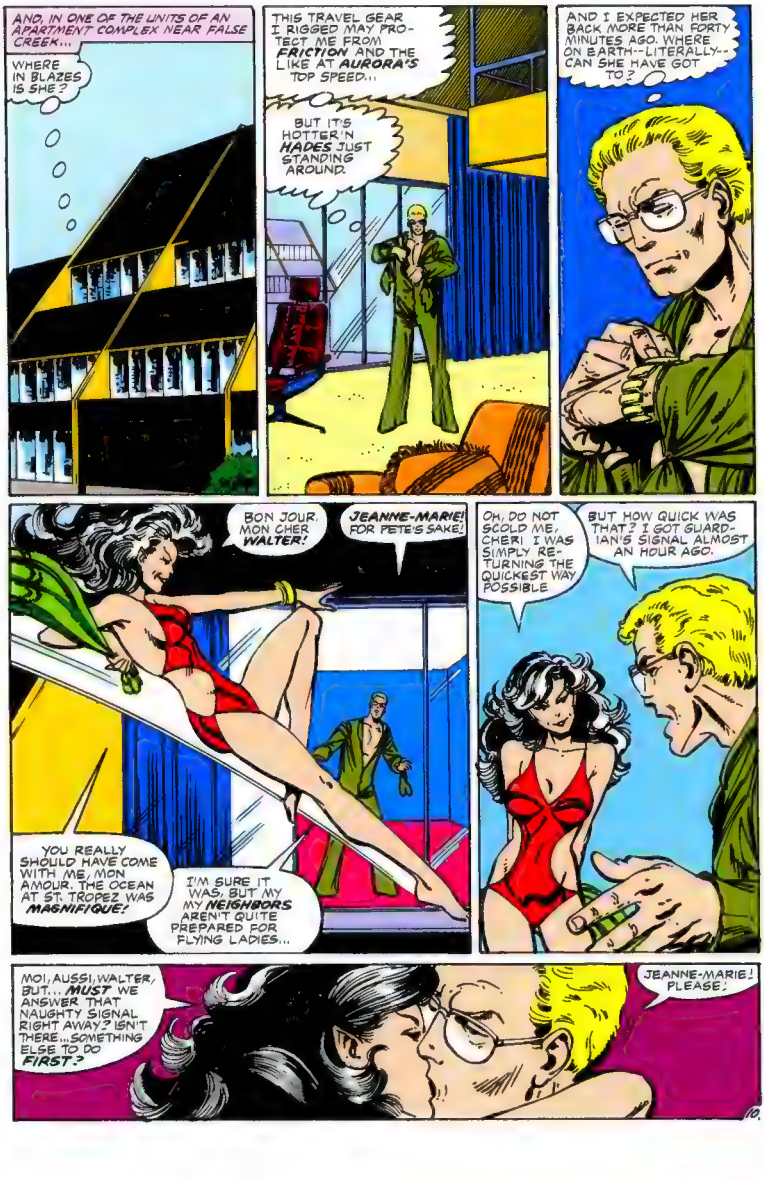
"DELPHINE BECAME MY INTERMEDIARY, MY LEGS. SHE TRAVELED ALL ACROSS CANADA, CONTACTING CERTAIN SPECIAL PEOPLE, INVITING THEM TO JOIN IN A CERTAIN SPECIAL PROJECT.
"SHE HAS TREMENDOUS INFLUENCE, ALL AGREED!"

JUST AS JIM HUDSON HAD RECRUITED SUPER-POWERED INDIVIDUALS FOR HIS ALPHA FLIGHT, SO I FOLLOWED IN HIS FOOTSTEPS.
THUS I CREATED MY OWN OMEGA FLIGHT, AND THEY HAVE BUT ONE PURPOSE...
THE DEATH OF JAMES MACDONALD HUDSON! THE DESTRUCTION OF ALPHA FLIGHT!!

...TH-THEN...
...ALL THE BUSINESS OF A JOB OFFER FOR MAC, THE MOVE TO NEW YORK...
...EVERYTHING WAS JUST A SET-UP?
WELL, I'M NOT GOING TO BE PART OF IT! OTHER WIVES AND GIRLFRIENDS MAY BE CONTENT TO PLAY BAIT FOR THE GOOD GUYS...
...BUT I'M NOT GOING TO STAND AROUND WAITING FOR YOU TO USE ME TO LURE MAC INTO YOUR LAIR.
OH, DEAR, MRS. HUDSON, I'M AFRAID YOU MISS THE POINT.
GUARDIAN HAS ALREADY BEEN TAKEN.
BUT YOU MUST REMAIN WITH US ANYWAY.
WHA...?!
YOUR SUBJUGATION AND DESTRUCTION IS IMPORTANT TO MR. JAXON, TOO.
AFTER ALL, OUR RESEARCH HAS LED US TO THE CONCLUSION THAT MUCH OF THIS BETRAYAL WAS IN FACT YOUR IDEA.
YOU'RE PRETTY FREE WITH THAT WORD, "BETRAYAL". JERRY JAXON COULD GIVE A FEW LESSONS THERE HIMSELF.


MAC BUILT THAT EXPLORATORY SUIT BASED ON DESIGNS HE'D MADE WHILE STILL IN COLLEGE.
AND HE TRUSTED JAXON, BECAUSE JAXON TOLD HIM THE DECISIONS GOVERNING THE USE OF THE SUIT WOULD BE MAC'S. BUT JAXON DOUBLE-CROSSED HIM, THE SON OF A--
LANGUAGE! REALLY, MRS. HUDSON, YOU SHOULDN'T TALK THAT WAY ABOUT MR. JAXON
HE IS A FINE AND DECENT MAN WHO HAS HAD A VERY HARD LIFE.
UNGH!!
NOW, IF YOU DO NOT WISH ME TO CHASTISE YOU FURTHER...
"CHASTISE?"
WHY, YOU BLUE-HAIRED HARPY! I...
OH...
BUT, AS HEATHER MAKES A STARTLING DISCOVERY, WE MUST TURN OUR EYES AWAY FROM NEW YORK...
...AND LOOK TO AN ISOLATED HILLTOP IN ONTARIO, CANADA.
THEY COME.

I SENSE THE EBB AND FLOW OF ANCIENT ENERGIES. THE REST OF ALPHA FLIGHT HAVE HEARD GUARDIAN'S CALL*. THEY WILL JOIN US HERE SHORTLY.
I SENSE THIS ALSO, SHAMAN. YET, SOMETHING ELSE I SENSE. YOU ARE GREATLY TROUBLED, OLD FRIEND.
*SEE LAST ISSUE--Denny.
AYE, YOU SPEAK TRUTH, SNOWBIRD. I FEEL A GREAT AND TERRIBLE EVIL. THE STENCH OF DEATH HANGS HEAVY ON THE WINDS.
DEATH? FOR WHOM?
THAT I CANNOT SAY. SOMEONE NEAR. SOMEONE CLOSE. A FRIEND OF LONG STANDING.
PERHAPS YOU READ AMISS THE SIGNS? THE FATES STRUGGLE MIGHTILY, THEIR SECRETS TO KEEP... EVEN FROM ADEPTS SUCH AS US.
AND... THIS IS THE ANIVERSARY OF YOUR WIFE'S DEATH, ALSO, IS IT NOT?
YES.
YES, PERHAPS THAT IS IT. THE GHOST OF ANCIENT PAIN COLORS MY THOUGHTS TODAY. PERHAPS THAT IS WHAT I SENSE.
I PRAY THAT IS THE CASE.
SAVE YOUR PRAYERS, MICHAEL TWOYOUNGMEN. YOU MAY HAVE GREATER NEED OF THEM BEFORE THIS DAY IS OUT.
I WONDER...
"WHICH ONE OF OUR FELLOW ALPHANS WILL JOIN US FIRST?"
VANCOUVER, BRITISH COLUMBIA. CANADA'S PACIFIC CAPITAL, GATEWAY TO THE NATION.


AND, IN ONE OF THE UNITS OF AN APARTMENT COMPLEX NEAR FALSE CREEK...
WHERE IN BLAZES IS SHE?
THIS TRAVEL GEAR I RIGGED MAY PROTECT ME FROM FRICTION AND THE LIKE AT AURORA'S TOP SPEED...
BUT IT'S HOTTER'N HADES JUST STANDING AROUND.
AND I EXPECTED HER BACK MORE THAN FORTY MINUTES AGO. WHERE ON EARTH--LITERALLY--CAN SHE HAVE GOT TO?
BON JOUR, MON CHER WALTER!
JEANNE-MARIE! FOR PETE'S SAKE!
YOU REALLY SHOULD HAVE COME WITH ME, MON AMOUR. THE OCEAN AT ST. TROPEZ WAS MAGNIFIQUE!
I'M SURE IT WAS, BUT MY MY NEIGHBORS AREN'T QUITE PREPARED FOR FLYING LADIES...
OH, DO NOT SCOLD ME, CHERI I WAS SIMPLY RETURNING THE QUICKEST WAY POSSIBLE
BUT HOW QUICK WAS THAT? I GOT GUARDIAN'S SIGNAL ALMOST AN HOUR AGO.
MOI, AUSSI, WALTER, BUT... MUST WE ANSWER THAT NAUGHTY SIGNAL RIGHT AWAY? ISN'T THERE...SOMETHING ELSE TO DO FIRST?
JEANNE-MARIE! PLEASE!
10

NOW, STOP IT! YOU KNOW I HAVE ZERO RESISTANCE TO YOUR CHARMS, AND THIS IS NOT THE TIME TO START SOMETHING WE WON'T BE ABLE TO FINISH.
BUT, CHER WALTER-- WHY SUCH A RUSH?
BECAUSE THIS IS THE FIRST TIME SINCE THAT RAVAGER BUSINESS LAST YEAR* THAT WE'VE RECEIVED THE ALPHA SIGNAL, THAT MAKES IT URGENT, SO WOULD YOU PLEASE GO GET YOUR COSTUME ON SO WE...
*IN MARVEL 2-IN-1 # --Penny
...CAN... AH...
I WILL NEVER GET USED TO HER SPEED.
D'ACCORD, WALTER. LET US BE ON OUR WAY.
MINUTES LATER, A SLIGHTLY LESS THAN AERODYNAMIC FORM STREAKS EASTWARD OVER THE CANADIAN ROCKIES.
STAY ALERT, NOW, AURORA. WE SHOULD BE GETTING SHAMAN'S HOMING VIBES ANY SECOND.
YES, I SENSE HIS DIRECTIONAL BEACON.
LATCH ON SECURELY NOW, CHERI. I AM ABOUT TO, AS THEY SAY...
POUR IT ON...
A SONIC BOOM SHATTERS THE TRANQUILITY OF THE PEAKS...

TWO THOUSAND MILES TO THE EAST AND NEARLY ONE HOUR AGO, THE GREAT CITY OF TORONTO BESTIRS ITSELF, AS SPRING TOUCHES THE CLOUD-CLIMBING TOWERS.
AND, IN A SOMEWHAT LESS FASHIONABLE BOARDING HOUSE IN A LOW RENT DISTRICT...
IN A SMALL, SPARE ROOM ANOTHER OF OUR CAST MEDITATES, TURNING MIND AND SPIRIT INWARDS...
...SEEKING AND ISOLATING CENTERS OF PAIN.
IT IS AN OLD AND FAMILIAR PROCESS FOR THE MAN KNOWN AS JUDD. HIS BODY DISTORTED BY THE CRUELTIES OF DWARFISM, HE IS NO STRANGER TO PAIN.
BUT IT IS A RITUAL THAT WILL BE INTERRUPTED TODAY...
THE CALL!
PING
IMPLANTED IN THE MASTOID SINUS BEHIND HIS EAR THE MICROSCOPIC BEACON SOUNDS.
AND WITHIN SECONDS A TRANSFORMED JUDD RACES FROM HIS ROOM...
I'VE BEEN WANTING A LITTLE ACTION.
PUCK HASN'T HAD MUCH TO DO SINCE THE THE AFFAIR OF THE BRASS BISHOP.*
* NO-- YOU HAVEN'T MISSED AN ISSUE, WE'LL TELL YOU THAT TALE SOME OTHER TIME--Denny.
AND, ON THE ROOF...
SOMEONE SHOULD BE COMING TO PICK ME UP, SOON.
HUDSON PROMISED I WOULDN'T BE LEFT OUT AGAIN, LIKE LAST TIME.*
* IN ISSUE #1. --Denny Again.

THEN...
THERE!
BUT IT'S... SUNNUVAGUN! I DIDN'T EXPECT TO SEE HIM!
GREETINGS, NORTHSTAR. I'M SURPRISED TO SEE YOU COMING TO PICK ME UP. I WAS MORE EXPECTING SNOWBIRD OR AURORA.
COME TO THINK OF IT, WHY AREN'T THE TWO OF YOU TOGETHER, EH?
THAT IS BETWEEN MY SISTER AND MYSELF, JUDD, AND NO CONCERN OF YOURS.
HAVE YOU FELT SHAMAN'S BEACON YET?
YES, JUST A FEW MINUTES AGO. HE'S SUMMONING US NORTH.
...AND SOMETHING IS VERY WRONG BETWEEN OUR TEMPESTUOUS TWINS.
NOTHING I SAID WAS AN INVITATION TO BITE MY HEAD OFF LIKE THAT!
I'VE FELT FROM THE FIRST TIME I MET THEM THAT THERE WAS SOMETHING... ODD ABOUT THEM.
AS IF THEY WERE HIDING SOMETHING.
JUDD KEEPS HIS THOUGHTS TO HIMSELF AS THEY FLY FROM TORONTO.
AND THE MUTANT SPEEDSTER THINKS ONLY OF WHAT WILL HAPPEN NOW, IF HIS ESTRANGED SISTER HAS ANSWERED THIS CALL, TOO...
18.

AND, ANOTHER TWO THOUSAND MILES EASTWARD, EACH DAY GREAT FREIGHTERS PLY THE INVISIBLE HIGHWAYS ACROSS THE VAST AND ROLLING PANORAMA OF THE **ATLANTIC**...

...AND FEW ABOARD EVEN DREAM WHAT LIES A HANDFUL OF FATHOMS BENEATH THEIR HULLS.

FOR HERE IN THE CONSTANT TWILIGHT OF THE OCEAN'S DEPTHS LIES FABLED **ATLANTIS**, CITY OF THE SEA-DWELLING **HOMO MERMANUS**.

A PEOPLE ANCIENT AND PROUD, CULTURALLY AND TECHNOLOGICALLY AS ADVANCED AS THEIR LAND-DWELLING COUSINS.

AN ABSOLUTE MONARCHY, RULED BY THIS ONE MAN, **NAMOR THE FIRST**, THE MIGHTY **SUB-MARINER!**

BUT IT IS NOT MATTERS OF STATE THAT OCCUPY HIS MIND JUST NOW.

HERE IN THE CRUSHING DEPTHS HE IS AT PLAY, AND WITH HIM IS THE FINAL MEMBER OF OUR CAST.

SHE IS CALLED SIMPLY **MARRINA**, AND TRUTH TO TELL SHE HAS FASCINATED NAMOR SINCE THEIR FIRST MEETING.*

ALIEN, AMPHIBIOUS, SHE IS A TANTALIZING CHILD-WOMAN LIKE NONE HE HAS NEVER KNOWN.

*IN **ALPHA FLIGHT** #4--Denny

SHE CAME WITH HIM TO ATLANTIS TO SEEK THE KEYS TO HER OWN MYSTERIOUS PAST.

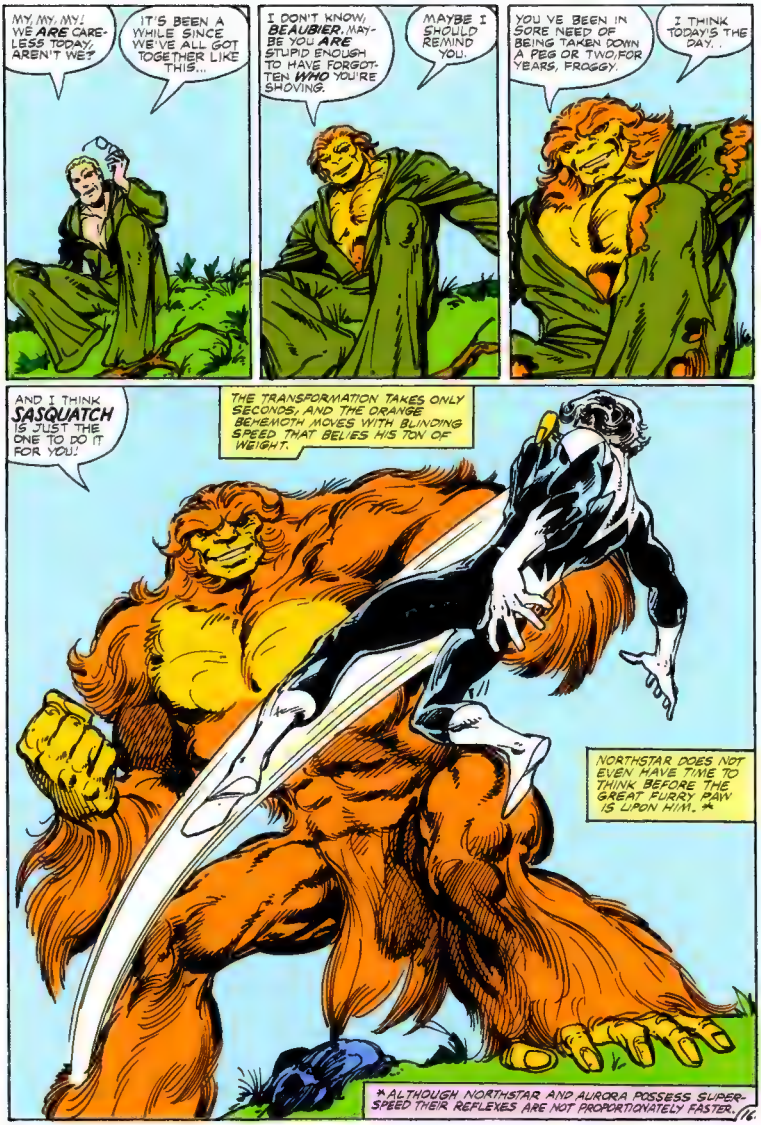
THIS DAY SHE SHALL FIND MUCH, MUCH MORE.

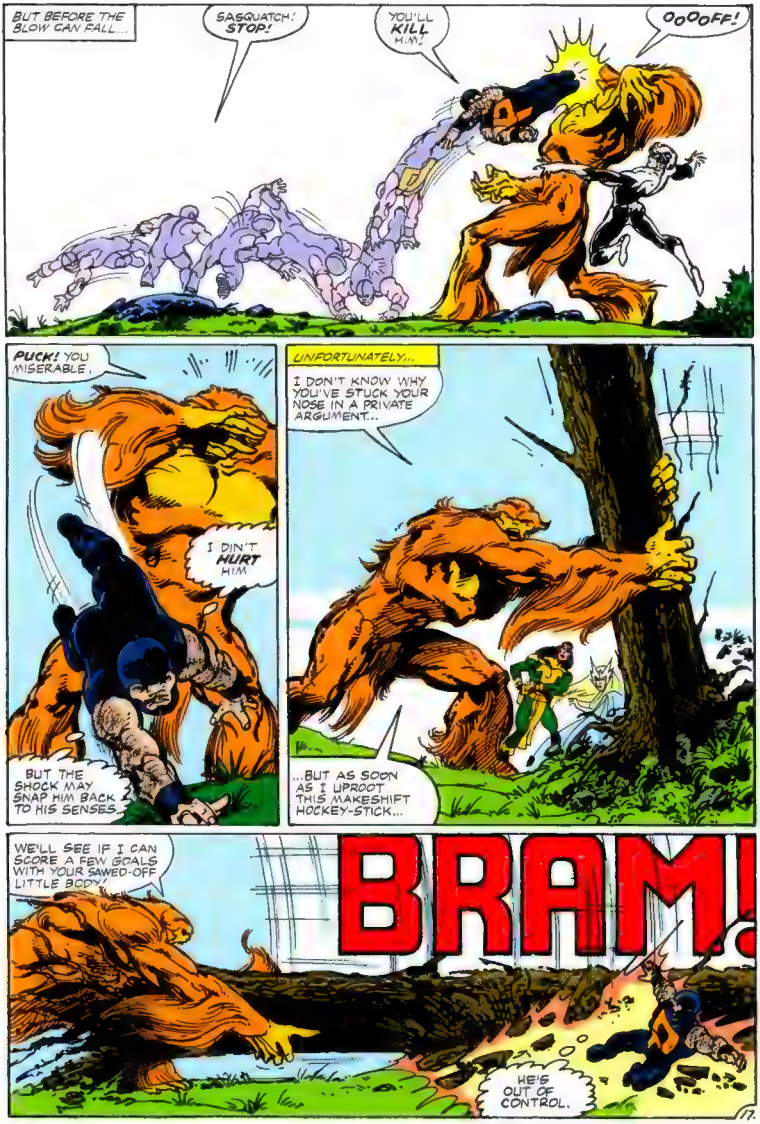
AND HER SPECIAL AMULET? THE ONE THAT CONTAINS HER ALPHA FLIGHT CALL-SIGNAL?

THAT IS MILES AWAY, IN HER ATLANTEAN QUARTERS, UNHEARD, UNANSWERED.

JN.

SO IT IS THAT ONLY FOUR ADDITIONAL MEMBERS OF ALPHA FLIGHT JOIN SHAMAN AND SNOWBIRD.
GREETINGS, MY FRIENDS. I AM PLEASED YOU ALL RESPONDED TO GUARDIAN'S SIGNAL.
GOOD TO SEE YOU AGAIN MIKE. ANY IDEA WHAT'S UP?
BUT, BEFORE REPLY CAN BE OFFERED...
JEANNE-MARIE! I HOPED YOU WOULD BE HERE. WE MUST TALK*.
I HAVE SAID TO YOU ALL I WISH TO SAY, JEAN-PAUL. THERE IS NOTHING FURTHER TO DISCUSS.
*NORTHSTAR TRANSLATED FROM THE FRENCH HERE--Denny.
YES THERE IS! I... I SAID SOME FOOLISH THINGS AND I OFFENDED YOU. THAT WAS NEVER MY PURPOSE. YOU MUST KNOW THAT!*
SURELY--SURELY THERE MUST BE A SOLUTION TO OUR DIFFERENCES OTHER THAN THE BREAKING OF OUR PARTNERSHIP?
WALTER!
*SEE ISSUE #8 AND JUDGE FOR YOURSELF--DennyOnceMore.
JEANNE-MARIE, PLEASE!
OKAY, HOTSHOT, YOU'VE SAID YOUR PIECE. WHATEVER YOU'RE SELLING TODAY THE LADY ISN'T BUYING. SO PUSH OFF.
LANGKOWSKI! I SHOULD HAVE KNOWN SHE'D END UP WITH YOU AGAIN!
KEEP YOUR STUPID PAWS TO YOURSELF. I AM NOT IN THE HABIT OF BEING MANHANDLED...
HEY!
15


MY, MY, MY! WE ARE CARELESS TODAY, AREN'T WE?
IT'S BEEN A WHILE SINCE WE'VE ALL GOT TOGETHER LIKE THIS...
I DON'T KNOW, BEAUBIER. MAYBE YOU ARE STUPID ENOUGH TO HAVE FORGOTTEN WHO YOU'RE SHOVING.
MAYBE I SHOULD REMIND YOU.
YOU'VE BEEN IN SORE NEED OF BEING TAKEN DOWN A PEG OR TWO FOR YEARS, FROGGY.
I THINK TODAY'S THE DAY.
AND I THINK SASQUATCH IS JUST THE ONE TO DO IT FOR YOU!
THE TRANSFORMATION TAKES ONLY SECONDS; AND THE ORANGE BEHEMOTH MOVES WITH BLINDING SPEED THAT BELIES HIS TON OF WEIGHT.
NORTHSTAR DOES NOT EVEN HAVE TIME TO THINK BEFORE THE GREAT FURRY PAW IS UPON HIM. *
* ALTHOUGH NORTHSTAR AND AURORA POSSESS SUPER-SPEED THEIR REFLEXES ARE NOT PROPORTIONATELY FASTER.

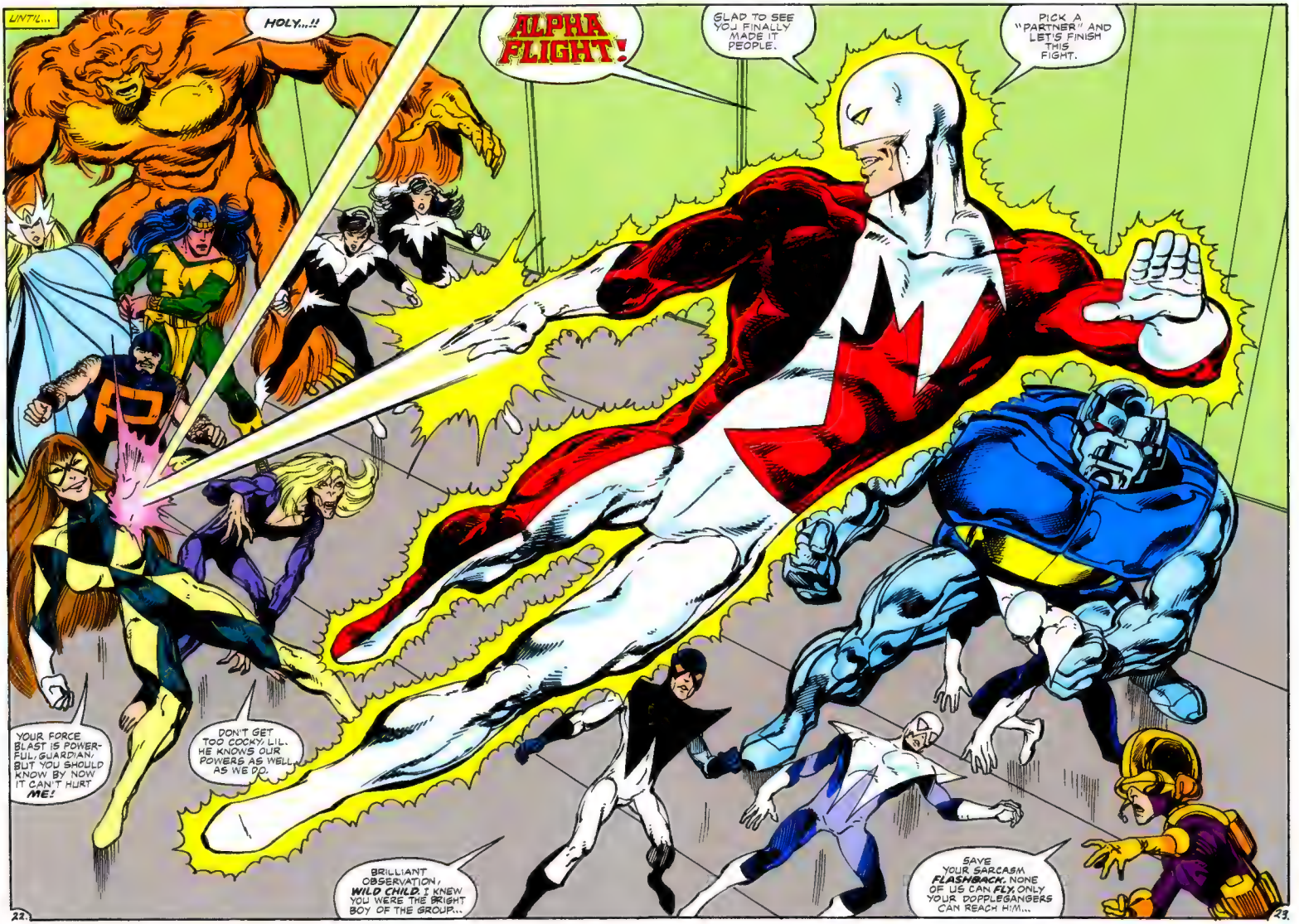

BUT BEFORE THE BLOW CAN FALL...
SASQUATCH! STOP!
YOU'LL KILL HIM!
OOOOFF!
PUCK! YOU MISERABLE...
I DIN'T HURT HIM
BUT THE SHOCK MAY SNAP HIM BACK TO HIS SENSES
UNFORTUNATELY...
I DON'T KNOW WHY YOU'VE STUCK YOUR NOSE IN A PRIVATE ARGUMENT...
...BUT AS SOON AS I UPROOT THIS MAKESHIFT HOCKEY-STICK...
WE'LL SEE IF I CAN SCORE A FEW GOALS WITH YOUR SAWED-OFF LITTLE BODY!
BRAM!
HE'S OUT OF CONTROL.

ALMOST AS IF SENSING PUCK'S THOUGHTS..
I WAS AFRAID THIS MIGHT HAPPEN SOONER OR LATER.
FOR MANY MONTHS NOW I HAVE NOTICED SUBTLE CHANGES IN SASQUATCH.
HIS PHYSIOGNOMY HAS ALTERED SINCE HE WAS FIRST ABLE TO THUS TRANSFORM HIMSELF.
THE BESTIAL NATURE IS COMING TO THE FORE.
BUT THAT IS SOMETHING FOR LATER DELIBERATION..
FOR NOW HE MUST SIMPLY BE STOPPED.
FOR THE SPACE OF THREE HEARTBEATS NOTHING SEEMS TO HAPPEN. THEN...
LIKE TIME LAPSE PHOTOGRAPHY, OR THE FEVERED DREAM OF SOME MAD BOTONIST...

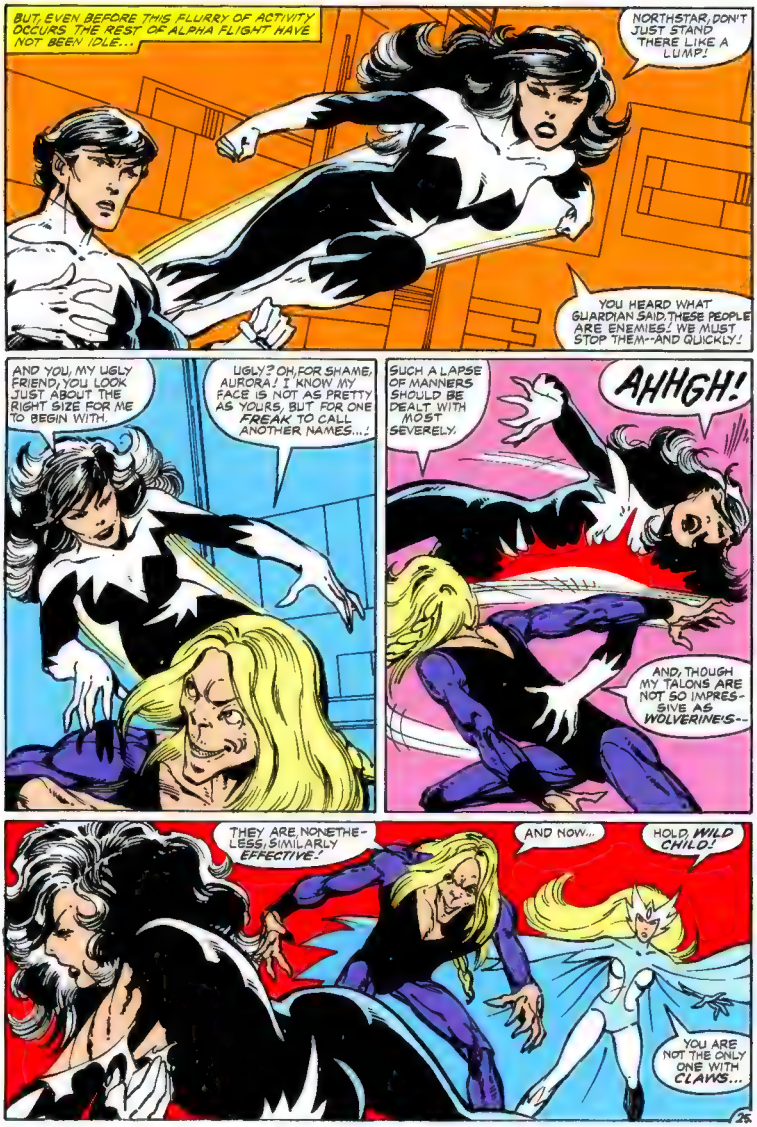
AND WITHIN SECONDS SASQUATCH IS UTTERLY IMMOBILIZED.
SOME, UNFORTUNATELY, VIEW THIS EVENT IN ENTIRELY THE WRONG LIGHT...
EXCELLENT, SHAMAN. YOU HAVE SNARED THE BEAST. NOW I WILL TEACH HIM THE ERROR OF HIS WAYS.
TO UNTRAINED EYES, IT SEEMS A SINGLE BLOW; BUT SASQUATCH REELS AS A HUNDRED BLOWS FALL IN LESS THAN A SECOND...
AND, WATCHING WITH GROWING CONCERN FROM NOT FAR AWAY...
NORTHSTAR! STOP! YOU'RE ONLY MAKING HIM MORE ANGRY!
BUT THE COMMAND OF THE DEMI-GODDESS GOES UNHEEDED.
UNTIL SHE ACTS...
LIKE SILVER SMOKE ON A SUMMER BREEZE HER FORM FLOWS AND CHANGES...
AND...
SKREEE
SNOWBIRD! BLAST YOU! KEEP OUT OF THIS!
A.

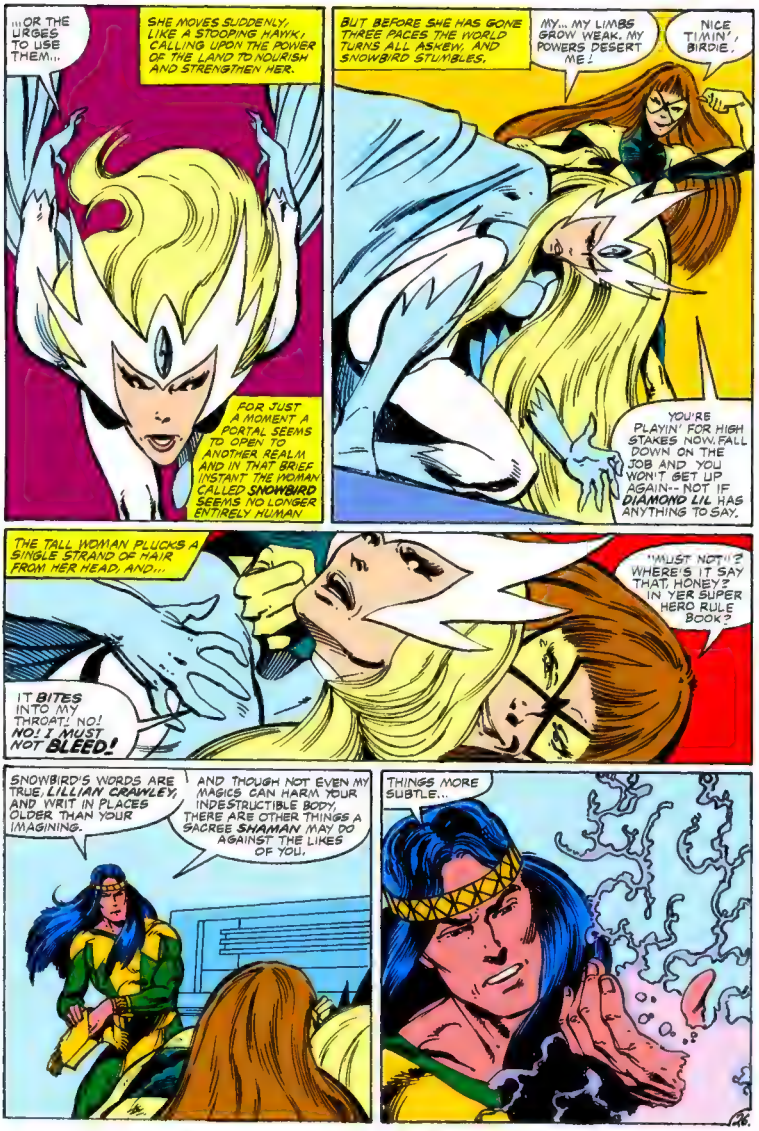
SNOWBIRD ACTS TO PROTECT SASQUATCH. WOULD SHE BE SO QUICK TO DO SO, I WONDER, IF MY GUESS AS TO HIS TRUE NATURE PROVED CORRECT?
AGAIN, SOMETHING FOR LATER THOUGHT. WE ARE WASTING PRECIOUS TIME ON THIS BICKERING.
ENOUGH!
THE MYSTIC POWDERS BARELY TOUCH THE AIR, AND THERE IS A SUDDEN, DRAMATIC CHANGE.
FOR NEARLY A MILE AROUND, ALL FLYING THINGS FIND THEMSELVES SUDDENLY IMMOBILIZED, UNHARMED, BUT UNABLE TO MOVE.
SAPRISTI!
NOW, QUICKLY, AURORA. YOUR PRESENCE HAS CALMED HIM IN THE PAST...
SEE IF YOU CAN NOW BRING SASQUATCH TO HIS SENSES, OUT OF HIS RAGE.
I... WILL TRY, SHAMAN. I WILL TRY.
BUT HER VOICE TREMBLES...
JEANNE-MARIE BEAUBIER HAS SHARED MANY INTIMATE MOMENTS WITH THE MAN CALLED SASQUATCH,
PERHAPS THEIR RELATIONSHIP HAS NOT BEEN TRUE LOVE; BUT IT HAS BEEN SOMETHING VERY CLOSELY AKIN.
NOW, AS SHE LOOKS INTO THE TWISTED FEATURES, THE RIPPLING MUSCLES, SHE IS AFRAID.
BUT SHE STEELS HERSELF, AND SPEAKS TO HIM, HER VOICE SOFT AND WARM, THE GENTLE MUSIC THAT MIGHT SOOTH A SAVAGE BREAST...
AND SLOWLY, OH, SO SLOWLY, THE MONSTER CEASES HIS STRUGGLING, HIS RAGE EBBS...
UNTIL...
WHAT...?
WHAT HAPPENED TO ME?
20

NO TIME FOR EXPLANATIONS NOW, SASQUATCH. IF YOU ARE BACK IN CONTROL WE MUST BE ON OUR WAY.
GUARDIAN HAS NEED OF US...
...AND THIS WILL CARRY US TO HIM.
THE AIR SEEMS TO CRACKLE LIKE THE DISTANT SOUND OF SPRING ICE-BREAK IN THE FAR NORTH.
STRANGE BREEZES STIR...
YET, AS THE RING OF POWDERS DRIFTS GENTLY TO THE GROUND...
...IT DOES NOT SEEM TO BE DISTURBED BY THE WIND.
ALMOST LIKE A SOLID THING IT SETTLES...
AND IT IS THE SIX GATHERED MEMBERS OF ALPHA FLIGHT WHO FADE FROM VIEW.

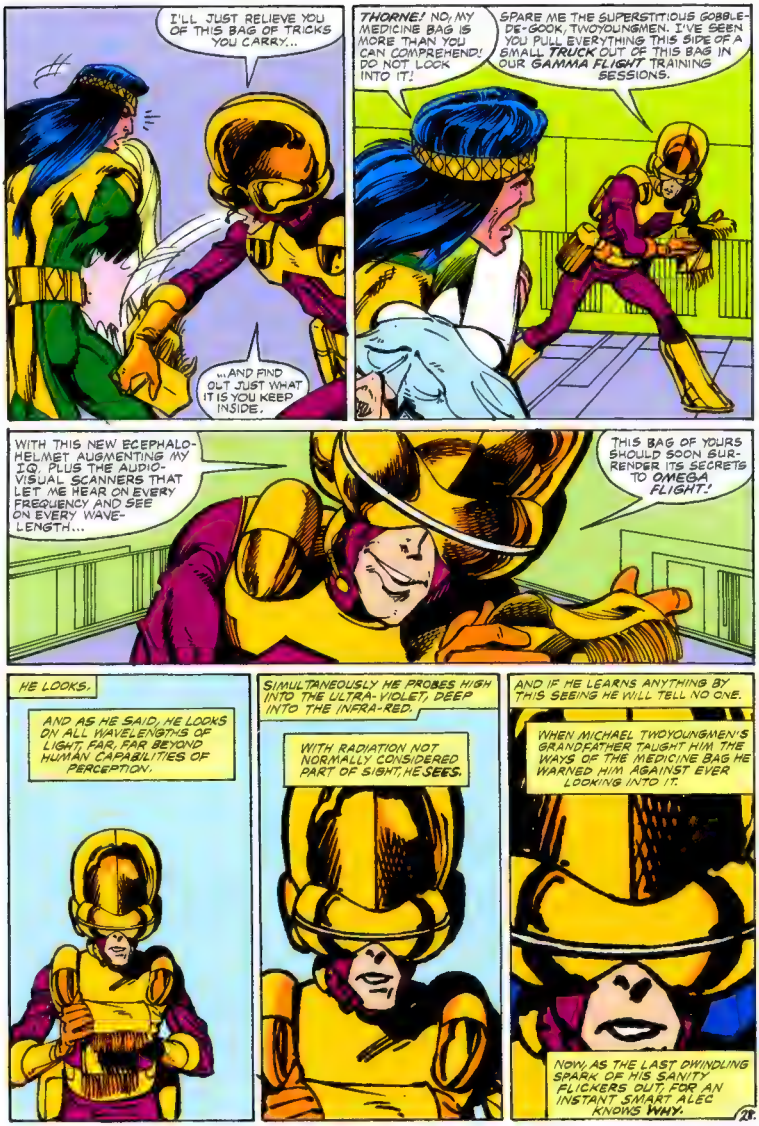

UNTIL...
HOLY...!!
ALPHA FLIGHT!
GLAD TO SEE YOU FINALLY MADE IT PEOPLE.
PICK A "PARTNER" AND LET'S FINISH THIS FIGHT.
YOUR FORCE BLAST IS POWERFUL, GUARDIAN. BUT YOU SHOULD KNOW BY NOW IT CAN'T HURT ME!
DON'T GET TOO COCKY, LIL. HE KNOWS OUR POWERS AS WELL AS WE DO.
BRILLIANT OBSERVATION, WILD CHILD. I KNEW YOU WERE THE BRIGHT BOY OF THE GROUP...
SAVE YOUR SARCASM FLASHBACK. NONE OF US CAN FLY. ONLY YOUR DOPPLEGANGERS CAN REACH H'M...
22.
23.

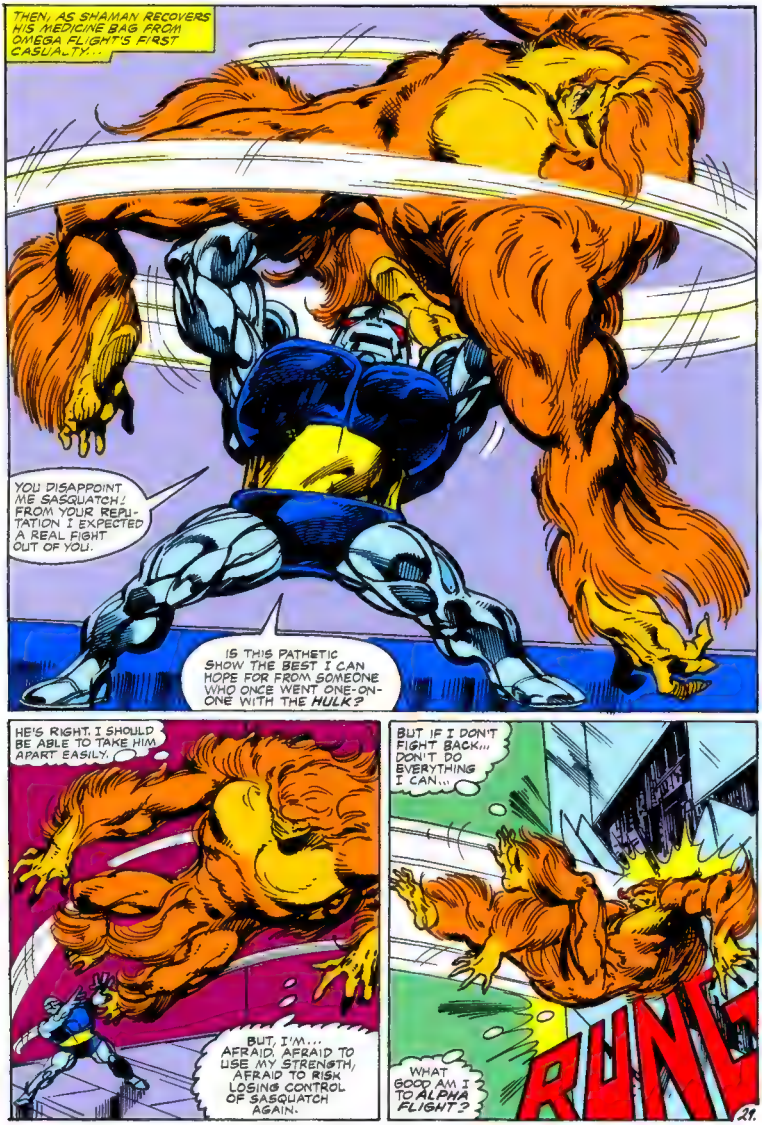
AS YOU SAY, SMART ALEC!
THE MUTANT CALLED FLASHBACK CONCENTRATES, AN EFFORT OF WILL NO GREATER THAN ANOTHER MAN MIGHT USE TO DELAY A BLINK...
...AND WITH A STRANGE ALMOST COMICAL POPPING SOUND THE EMPTY SPACE NEXT TO GUARDIAN IS SUDDENLY NOT QUITE SO EMPTY.
FLASHBACK! OR RATHER, ONE OF YOUR FUTURE MEN.
NICE MOVE, MY FRIEND. OBVIOUSLY WE TRAINED YOU WELL.
BUT NOT QUITE WELL ENOUGH!
THE NEGATIVE COSTUMED DOUBLE IS SILENT AS HE HURTLES ACROSS THE CHAMBER.
BUT FLASHBACK HAS NO INTEREST IN HIS FALLEN OTHER-SELF.
AROUND GUARDIAN THE SPACE EXPLODES WITH POPPINGS...
AND THE RED AND WHITE HERO VANISHES WITHIN A GROWING CLOT OF BODIES.


BUT, EVEN BEFORE THIS FLURRY OF ACTIVITY OCCURS, THE REST OF ALPHA FLIGHT HAVE NOT BEEN IDLE...
NORTHSTAR, DON'T JUST STAND THERE LIKE A LUMP!
YOU HEARD WHAT GUARDIAN SAID, THESE PEOPLE ARE ENEMIES! WE MUST STOP THEM--AND QUICKLY!
AND YOU, MY UGLY FRIEND, YOU LOOK JUST ABOUT THE RIGHT SIZE FOR ME TO BEGIN WITH.
UGLY? OH, FOR SHAME, AURORA! I KNOW MY FACE IS NOT AS PRETTY AS YOURS, BUT FOR ONE FREAK TO CALL ANOTHER NAMES...!
SUCH A LAPSE OF MANNERS SHOULD BE DEALT WITH MOST SEVERELY.
AHHGH!
AND, THOUGH MY TALONS ARE NOT SO IMPRESSIVE AS WOLVERINE'S--
THEY ARE, NONETHELESS, SIMILARLY EFFECTIVE!
AND NOW...
HOLD, WILD CHILD!
YOU ARE NOT THE ONLY ONE WITH CLAWS...


...OR THE URGES TO USE THEM...
SHE MOVES SUDDENLY, LIKE A STOOPING HAWK, CALLING UPON THE POWER OF THE LAND TO NOURISH AND STRENGTHEN HER.
FOR JUST A MOMENT A PORTAL SEEMS TO OPEN TO ANOTHER REALM AND IN THAT BRIEF INSTANT THE WOMAN CALLED SNOWBIRD SEEMS NO LONGER ENTIRELY HUMAN.
BUT BEFORE SHE HAS GONE THREE PACES THE WORLD TURNS ALL ASKEW, AND SNOWBIRD STUMBLES.
MY... MY LIMBS GROW WEAK, MY POWERS DESERT ME!
NICE TIMIN', BIRDIE.
YOU'RE PLAYIN' FOR HIGH STAKES NOW, FALL DOWN ON THE JOB AND YOU WON'T GET UP AGAIN-- NOT IF DIAMOND LIL HAS ANYTHING TO SAY.
THE TALL WOMAN PLUCKS A SINGLE STRAND OF HAIR FROM HER HEAD, AND...
IT BITES INTO MY THROAT! NO! NO! I MUST NOT BLEED!
"MUST NOT"? WHERE'S IT SAY THAT, HONEY? IN YER SUPER HERO RULE BOOK?
SNOWBIRD'S WORDS ARE TRUE, LILLIAN CRAWLEY, AND WRIT IN PLACES OLDER THAN YOUR IMAGINING.
AND THOUGH NOT EVEN MY MAGICS CAN HARM YOUR INDESTRUCTIBLE BODY, THERE ARE OTHER THINGS A SACRED SHAMAN MAY DO AGAINST THE LIKES OF YOU.
THINGS MORE SUBTLE...

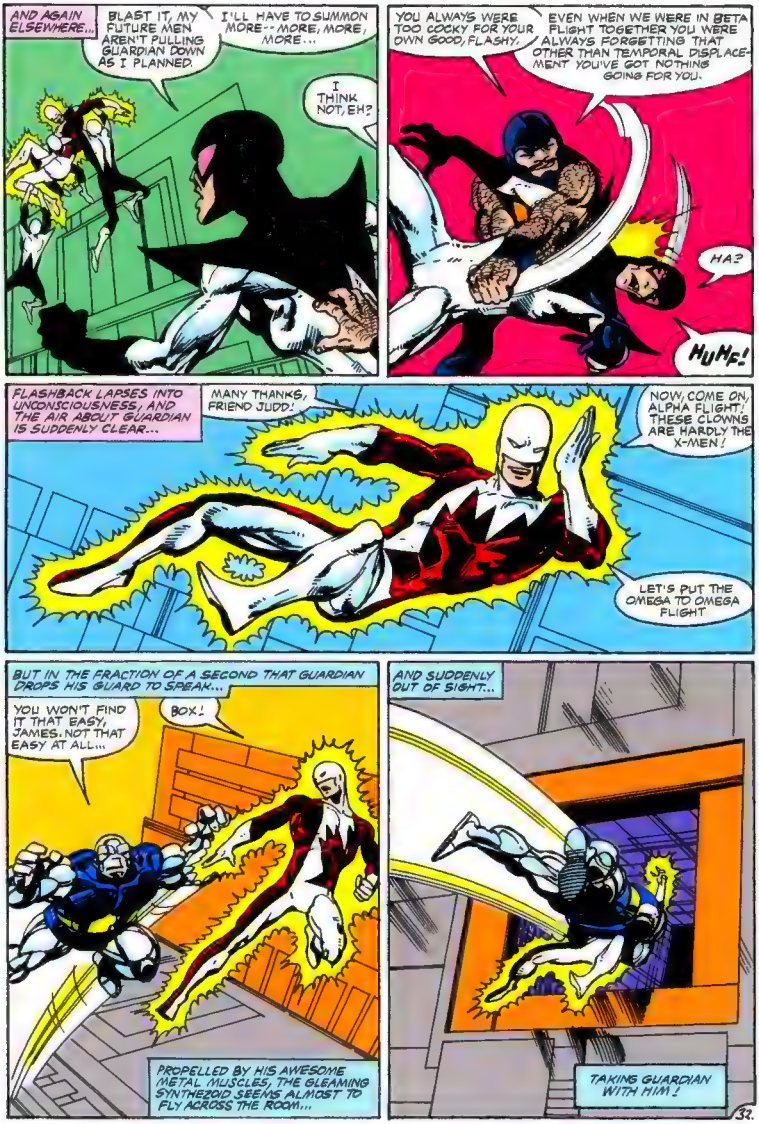
THE ODD MISTS FLOAT GENTLY ON THE AIR. TWIRLING, CHANGING..
NO! GET AWAY!
...PROBING DEEP INTO DIAMOND LIL'S ONLY VULNERABLE SPOT...
HER MIND!
AND WITH LIL THUS DISTRACTED..
SNOWBIRD...NARYA... WHAT IS IT? WHAT AILS YOU, CHILD?
MICHAEL...I... DON'T KNOW. I'VE NEVER FELT THIS WAY BEFORE. IT'S AS IF... AS IF MY VERY LIFE WERE DRAINING AWAY.
BY THE GREAT SPIRIT!
SHE'S RIGHT! SHE WITHERS AWAY BEFORE MY VERY EYES!
CAN THIS BE SOME MYSTIC WEAPON OUR FOES PREPARED AGAINST HER COMING? OR... COULD IT BE... OH, GODS! NO!
THIS IS MY FAULT! WHEN I DELIVERED HER I USED MY MAGICS TO BIND HER TO HUMANITY; TO THE LAND.*
I MUST HAVE BEEN TOO SPECIFIC IN MY SPELL. I BOUND HER LIFEFORCE TO CANADA. OUT OF CANADA, SHE IS.
NOT FAR AWAY, ANOTHER MIND HAS REACHED SIMILAR CONCLUSIONS.
*IN ISSUE #7's ORIGIN OF SNOWBIRD--Denny.
THE ARTIFICIALLY ENHANCED INTELLECT OF SMART ALEC...
THIS IS ALMOST TOO EASY. I HAD DEDUCED SNOWBIRD MIGHT SUCCUMB IF SHE WERE REMOVED FROM CANADA.
AND NOW, WHILE SHAMAN IS INVOLVED WITH HER...
27


I'LL JUST RELIEVE YOU OF THIS BAG OF TRICKS YOU CARRY...
...AND FIND OUT JUST WHAT IT IS YOU KEEP INSIDE.
THORNE! NO, MY MEDICINE BAG IS MORE THAN YOU CAN COMPREHEND! DO NOT LOOK INTO IT!
SPARE ME THE SUPERSTITIOUS GOBBLE-DE-GOOK, TWOYOUNGMEN. I'VE SEEN YOU PULL EVERYTHING THIS SIDE OF A SMALL TRUCK OUT OF THIS BAG IN OUR GAMMA FLIGHT TRAINING SESSIONS.
WITH THIS NEW ECEPHALO-HELMET AUGMENTING MY I.Q. PLUS THE AUDIO-VISUAL SCANNERS THAT LET ME HEAR ON EVERY FREQUENCY AND SEE ON EVERY WAVE-LENGTH...
THIS BAG OF YOURS SHOULD SOON SURRENDER ITS SECRETS TO OMEGA FLIGHT!
HE LOOKS.
AND AS HE SAID, HE LOOKS ON ALL WAVELENGTHS OF LIGHT, FAR, FAR BEYOND HUMAN CAPABILITIES OF PERCEPTION.
SIMULTANEOUSLY HE PROBES HIGH INTO THE ULTRA-VIOLET, DEEP INTO THE INFRA-RED.
WITH RADIATION NOT NORMALLY CONSIDERED PART OF SIGHT, HE SEES.
AND IF HE LEARNS ANYTHING BY THIS SEEING HE WILL TELL NO ONE.
WHEN MICHAEL TWOYOUNGMEN'S GRANDFATHER TAUGHT HIM THE WAYS OF THE MEDICINE BAG HE WARNED HIM AGAINST EVER LOOKING INTO IT.
NOW, AS THE LAST DWINDLING SPARK OF HIS SANITY FLICKERS OUT, FOR AN INSTANT SMART ALEC KNOWS WHY.
21


THEN, AS SHAMAN RECOVERS HIS MEDICINE BAG FROM OMEGA FLIGHT'S FIRST CASUALTY...
YOU DISAPPOINT ME SASQUATCH! FROM YOUR REPUTATION I EXPECTED A REAL FIGHT OUT OF YOU.
IS THIS PATHETIC SHOW THE BEST I CAN HOPE FOR FROM SOMEONE WHO ONCE WENT ONE-ON-ONE WITH THE HULK?
HE'S RIGHT. I SHOULD BE ABLE TO TAKE HIM APART EASILY.
BUT, I'M... AFRAID. AFRAID TO USE MY STRENGTH, AFRAID TO RISK LOSING CONTROL OF SASQUATCH AGAIN.
BUT IF I DON'T FIGHT BACK... DON'T DO EVERYTHING I CAN...
WHAT GOOD AM I TO ALPHA FLIGHT?
RUNG

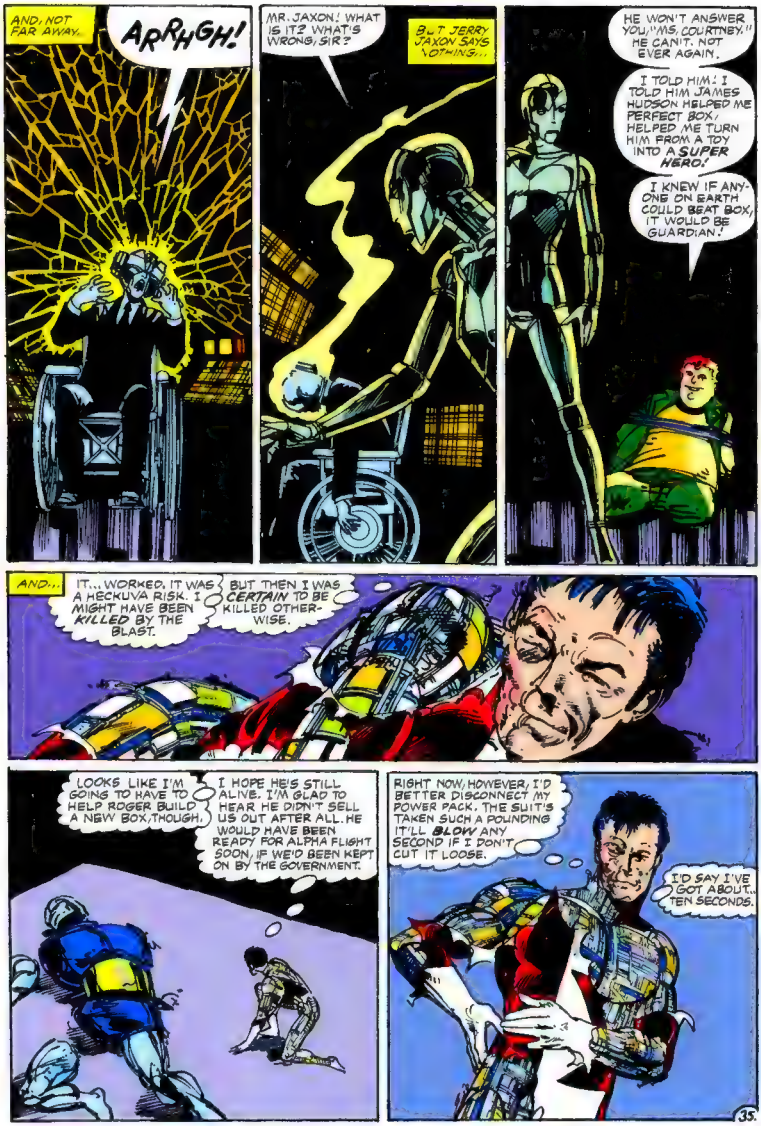
NOT QUITE MEANWHILE...
AND NOW WE'RE ALL DONE WITH INTERRUPTIONS, WHAT SAY WE FINISH WHAT WE STARTED, AURORA?
WILD CHILD... NO...I... I'M SORRY...I.
SHE'S NOT RESISTING HIM! SHE'S TOO BADLY SHAKEN, SERIOUSLY HURT IN BATTLE FOR THE FIRST TIME.
UNLESS I ACT QUICKLY SHE MAY SLIP BACK INTO HER JEANNE-MARIE PERSONA.
AND THEN ALL WILL SURELY BE LOST.
AT CLOSE TO HIS TOP SPEED NORTHSTAR FLASHES ACROSS THE CHAMBER, A SILVER AND EBONY STREAK ALMOST INVISIBLE TO MORTAL EYES.
AND NOW, WILD CHILD, LET'S VARY YOUR LITTLE GAME.
HUH?
HO! NOT SO ELOQUENT WHEN CAUGHT UNAWARES, EH? WELL, DON'T DISTRESS YOURSELF, WILD CHILD. YOUR DECOMPOSURE WILL BE SHORT LIVED...
...AS WILL YOU!
THE IMPACT IS NOT FATAL, BUT IT IS ONLY THE PHENOMENAL RESILIANCE OF THE HALF-HUMAN WILD CHILD THAT MAKES THE DIFFERENCE.

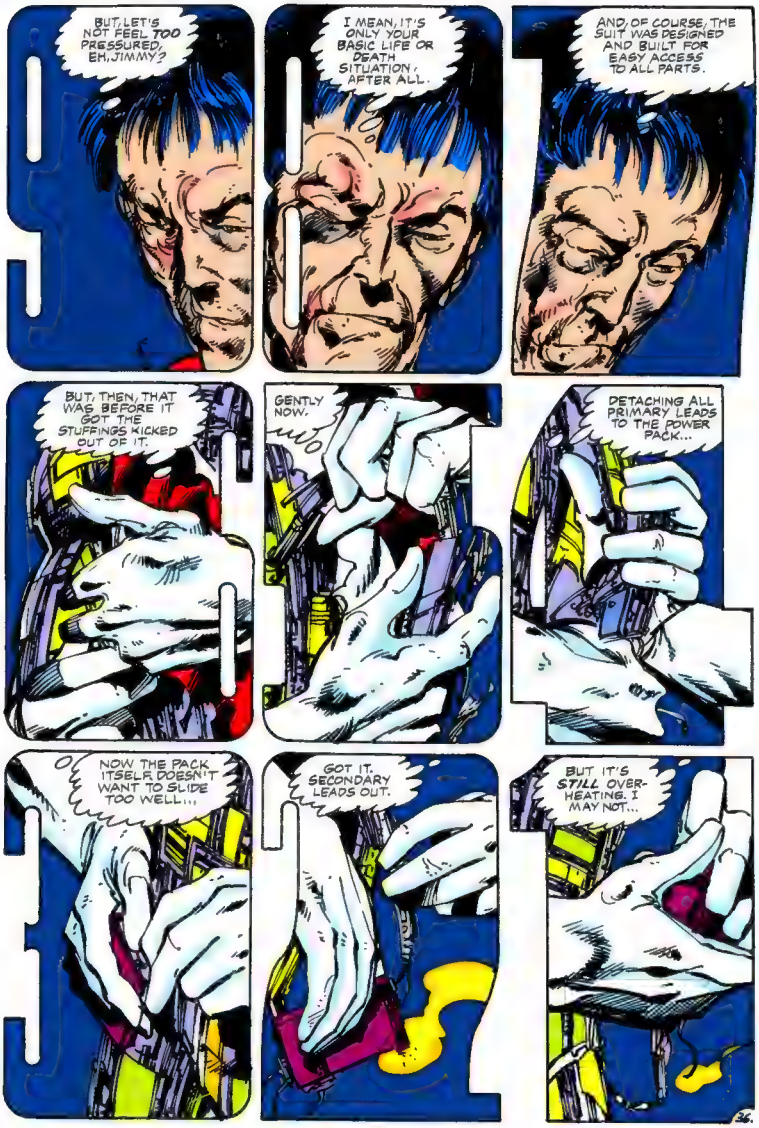
ELSEWHERE...
WELL, IT'S REALLY A PITY YOU HAD TO DISCOVER MY LITTLE SECRET, MRS. HUDSON. NOT EVEN MR. JAXON KNOWS MY TRUE NATURE.
Y-YOU'RE NOT HUMAN, YOU'RE SOME KIND OF... ANDROID!
ROBOT, IF YOU PLEASE, MRS. HUDSON. A VERY SPECIAL KIND OF ROBOT, BUILT WITH THE HIGHEST AVAILABLE DEGREE OF ARTIFICIAL INTELLIGENCE, AND AN OPEN-ENDED DEDUCTIVE CAPACITY THAT SOME PEOPLE HAVE LIKENED TO INTUITION.
THAT, OF COURSE, WAS WHY I WAS GIVEN A VOICE AND FORM APPROXIMATING A HUMAN FEMALE. MY CREATORS WERE RATHER OLD-FASHIONED, IN A CHAUVINISTIC SORT OF WAY.
BUT...IF YOU'RE A ROBOT, HOW CAN YOU BE HELPING JAXON IN HIS SCHEME TO KILL MAC? I THOUGHT ROBOTS WERE PROGRAMMED NEVER TO HARM HUMAN BEINGS.
OH, HOW QUAINT. NO, MRS. HUDSON, I HAVE NOT BEEN PROGRAMMED WITH ANY SUCH SCRUPLES.
IN FACT, I HAVE BEEN PROGRAMMED ONLY TO ASSIST MR. JAXON IN ACHIEVING HIS GOAL... WHATEVER THAT MIGHT TAKE.
HELLO... SHE'S LEFT THE DOOR OPEN. SHE SAID SHE WAS SUPPOSED TO MAKE SURE I WAS PROPERLY USED AND ABUSED, AS WELL AS MAC.
SO THAT OBVIOUS INVITATION HAS "TRAP" WRITTEN ALL OVER IT.
UNFORTUNATELY, I HAVE THE FEELING I WON'T GET ANY CLOSER TO MAC UNLESS I PLAY A GOOD LITTLE MOUSIE AND WALK RIGHT INTO IT...


AND AGAIN, ELSEWHERE...
BLAST IT, MY FUTURE MEN AREN'T PULLING GUARDIAN DOWN AS I PLANNED.
I'LL HAVE TO SUMMON MORE-- MORE, MORE, MORE...
I THINK NOT, EH?
YOU ALWAYS WERE TOO COCKY FOR YOUR OWN GOOD, FLASHY.
EVEN WHEN WE WERE IN BETA FLIGHT TOGETHER YOU WERE ALWAYS FORGETTING THAT OTHER THAN TEMPORAL DISPLACEMENT YOU'VE GOT NOTHING GOING FOR YOU.
HA?
HUHF!
FLASHBACK LAPSES INTO UNCONSCIOUSNESS, AND THE AIR ABOUT GUARDIAN IS SUDDENLY CLEAR...
MANY THANKS, FRIEND JUDD!
NOW, COME ON, ALPHA FLIGHT! THESE CLOWNS ARE HARDLY THE X-MEN!
LET'S PUT THE OMEGA TO OMEGA FLIGHT
BUT IN THE FRACTION OF A SECOND THAT GUARDIAN DROPS HIS GUARD TO SPEAK...
YOU WON'T FIND IT THAT EASY, JAMES. NOT THAT EASY AT ALL...
BOX!
PROPELLED BY HIS AWESOME METAL MUSCLES, THE GLEAMING SYNTHEZOID SEEMS ALMOST TO FLY ACROSS THE ROOM...
AND SUDDENLY OUT OF SIGHT...
TAKING GUARDIAN WITH HIM!

INSTANTLY THE ARMORED DOORS SLIDE AGAIN CLOSED...
AS THE TWO COMBATANTS PLUNGE INTO DARKNESS
YOU CAN'T WIN, JAMES
YOU HELPED WITH THE DEVELOPMENT OF BOX. YOU MADE HIM POWERFUL ENOUGH TO BEAT EVEN YOU.
POWERFUL ENOUGH TO SHORT OUT YOUR FORCE FIELD...
POWERFUL ENOUGH TO TAKE YOUR CYBER-HELMET!
B-BOCHS, WAIT...
THE OTHERS...FLASHBACK/ DIAMOND LIL...EVEN SMART ALEC AND WILD CHILD...I CAN UNDERSTAND HOW THEY TURNED AGAINST US...
BUT NOT YOU! I RECRUITED YOU MYSELF. YOUR PSYCH-PROFILE WAS PERFECT...INTELLIGENT, PATRIOTIC, LOYAL...
FOOL!
YOU STILL HAVEN'T GUESSED, HAVE YOU? YOU HAVEN'T REALIZED WHO IT IS THAT'S KILLING YOU!
OF COURSE ROGER BOCHS WOULD NOT TURN ON YOU, OR ALPHA FLIGHT.
BUT I AM NOT ROGER BOCHS...
I AM JAXON!

YES, JAMES, SURELY YOU DIDN'T THINK I WOULD ALLOW SOMEONE ELSE THE FINAL PLEASURE?
YOUR LIFE IS MINE, JAMES. MINE! AND I AM GOING TO GRIND IT OUT OF YOU!
AND THEN, WHEN YOU ARE BROKEN AND DEAD AT LAST, IT WILL PLEASE ME TO DO THE SAME THING TO YOUR MISERABLE WITCH OF A WIFE!
HEATHER?
DIDN'T YOU EVER REALIZE, JAMES? DIDN'T IT EVEN ONCE OCCUR TO YOU THAT I WOULD FIND A WAY, OVER ALL THE LONG YEARS, TO PUNISH YOU BOTH FOR WHAT YOU DID TO ME?
ONLY... ONE CHANCE. SUIT IS SHORTED, BUT POWER PACK'S STILL LIVE.
GOT TO TEAR OUT SOME CIRCUITS...
WAIT FOR JUST THE RIGHT MOMENT...
THEN...
NOW!


AND, NOT FAR AWAY...
ARRHGH!
MR. JAXON! WHAT IS IT? WHAT'S WRONG, SIR?
BUT JERRY JAXON SAYS NOTHING...
HE WON'T ANSWER YOU, "MS. COURTNEY." HE CAN'T. NOT EVER AGAIN.
I TOLD HIM! I TOLD HIM JAMES HUDSON HELPED ME PERFECT BOX, HELPED ME TURN HIM FROM A TOY INTO A SUPER HERO!
I KNEW IF ANYONE ON EARTH COULD BEAT BOX, IT WOULD BE GUARDIAN!
AND...
IT... WORKED, IT WAS A HECKUVA RISK. I MIGHT HAVE BEEN KILLED BY THE BLAST.
BUT THEN I WAS CERTAIN TO BE KILLED OTHERWISE.
LOOKS LIKE I'M GOING TO HAVE TO HELP ROGER BUILD A NEW BOX, THOUGH.
I HOPE HE'S STILL ALIVE. I'M GLAD TO HEAR HE DIDN'T SELL US OUT AFTER ALL. HE WOULD HAVE BEEN READY FOR ALPHA FLIGHT SOON, IF WE'D BEEN KEPT ON BY THE GOVERNMENT.
RIGHT NOW, HOWEVER, I'D BETTER DISCONNECT MY POWER PACK. THE SUIT'S TAKEN SUCH A POUNDING IT'LL BLOW ANY SECOND IF I DON'T CUT IT LOOSE.
I'D SAY I'VE GOT ABOUT TEN SECONDS.


BUT, LET'S NOT FEEL TOO PRESSURED, EH, JIMMY?
I MEAN, IT'S ONLY YOUR BASIC LIFE OR DEATH SITUATION, AFTER ALL.
AND, OF COURSE, THE SUIT WAS DESIGNED AND BUILT FOR EASY ACCESS TO ALL PARTS.
BUT, THEN, THAT WAS BEFORE IT GOT THE STUFFINGS KICKED OUT OF IT.
GENTLY NOW.
DETACHING ALL PRIMARY LEADS TO THE POWER PACK...
NOW THE PACK ITSELF DOESN'T WANT TO SLIDE TOO WELL...
GOT IT. SECONDARY LEADS OUT.
BUT IT'S STILL OVER-HEATING. I MAY NOT...

I WONDER WHAT'S BEHIND THIS DOOR.
MAC?
MAC!
HEATHER!
NO... DON'T COME IN HERE! GET...
M.. M...M..
HEATHER..

NEXT ISSUE: IT'S NOT OVER YET! GUARDIAN IS DEAD. BUT FOR HEATHER THE NIGHTMARE IS ONLY BEGINNING. JOIN US IN THIRTY DAYS.

MARVEL
DOUBLE-SIZED ANNUAL
THE AVENGERS
THE WAR TO END ALL SKRULLS!
GUEST STARRING THE Fantastic Four
$1.25
14
1985
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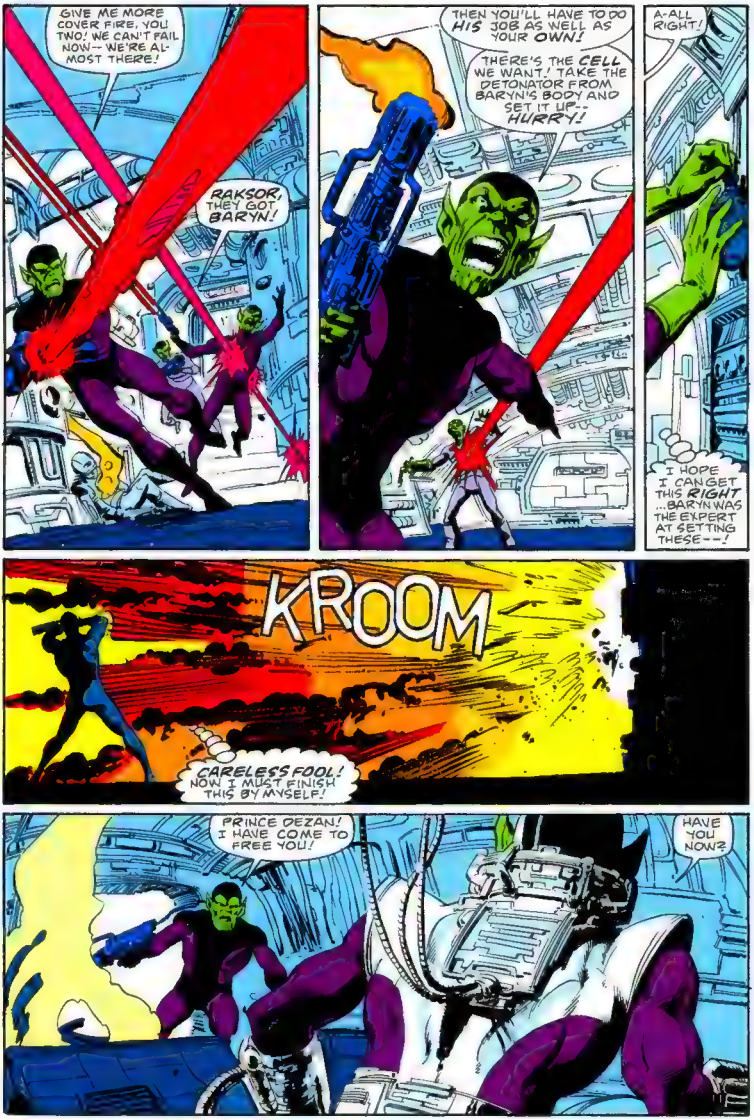
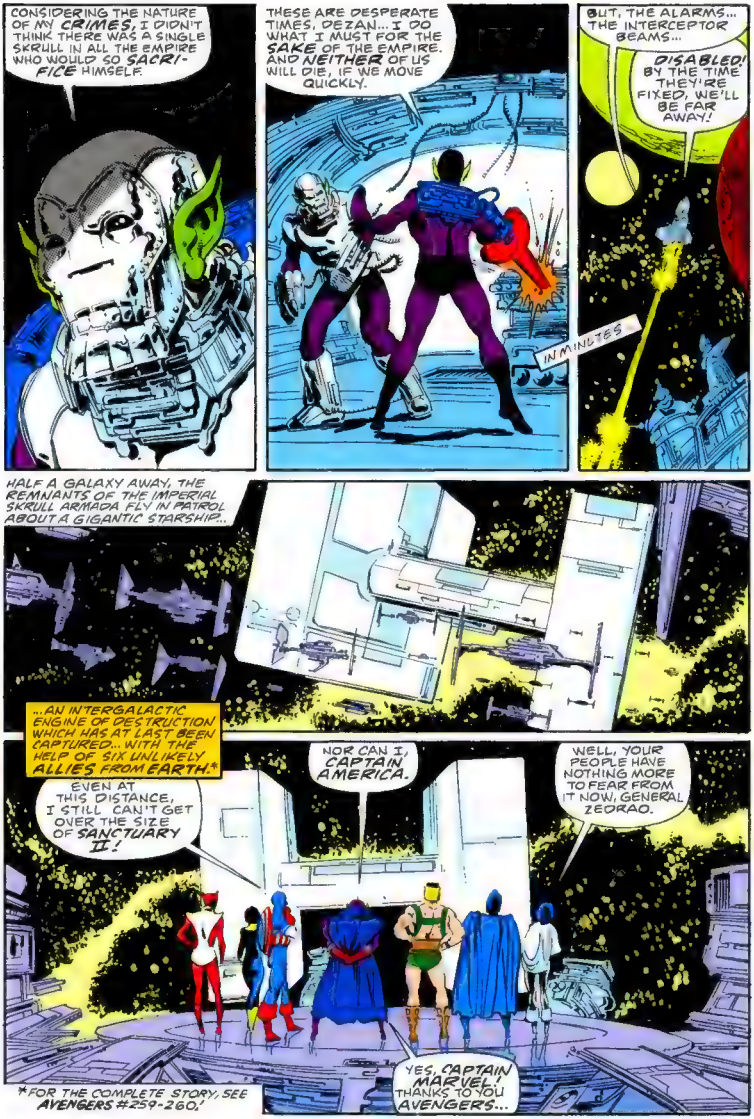
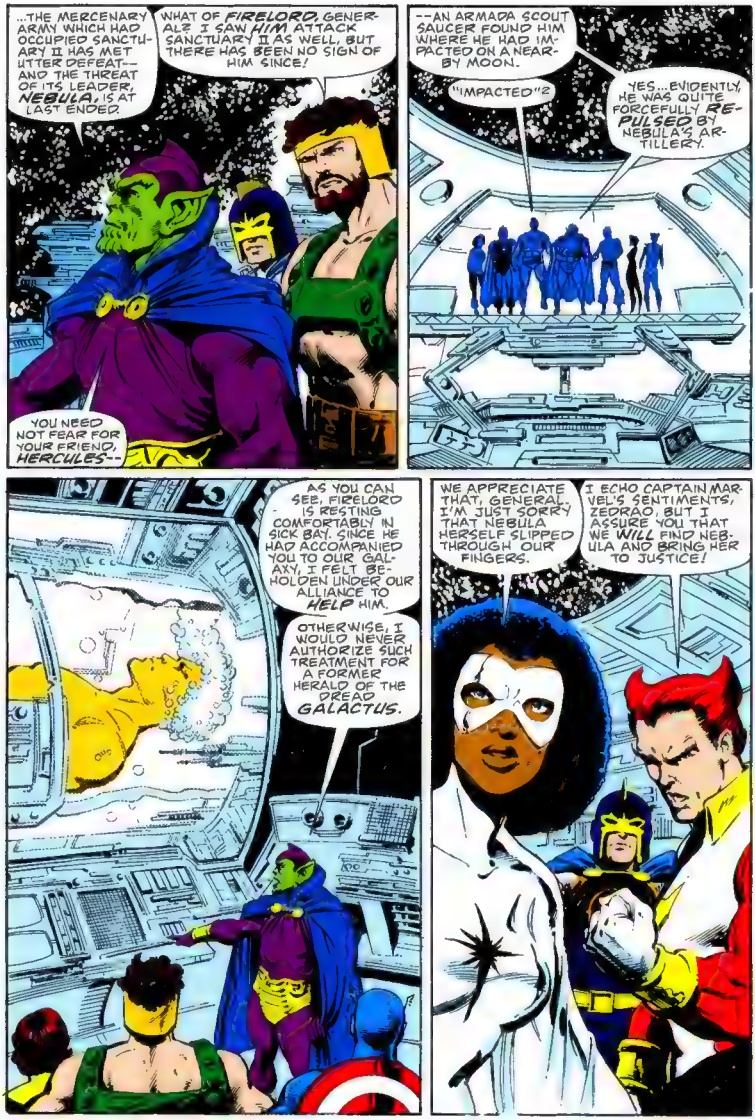
STAN LEE PRESENTS
FIFTH COLUMN
MILLIONS OF LIGHT-YEARS FROM EARTH, IN A REMOTE SECTOR OF THE ANDROMEDA GALAXY, LIES THE PLANET KLARR.
HERE, FOR THE LAST 10,000 YEARS, THE SKRULL EMPIRE HAS IMPRISONED ITS GREATEST CRIMINALS.
IN ALL THAT TIME, NO PRISONER HAS EVER ESCAPED--AND NO SKRULL HAS WILLINGLY SET FOOT UPON THIS VILE AND FETID WORLD... UNTIL NOW!
FOLLOW ME, AND BE QUICK ABOUT IT! TONIGHT WE MAKE HISTORY!
ROGER STERN WRITER
JOHN WORKMAN LETTERER
JOHN BYRNE BREAKDOWNS
CHRISTIE SCHEELE COLORIST
KYLE BAKER FINISHES
MARK GRUENWALD EDITOR
JIM SHOOTER - EDITOR-IN-CHIEF


GIVE ME MORE COVER FIRE, YOU TWO! WE CAN'T FAIL NOW-- WE'RE ALMOST THERE!
RAKSOR, THEY GOT BARYN!
THEN YOU'LL HAVE TO DO HIS JOB AS WELL AS YOUR OWN!
THERE'S THE CELL WE WANT! TAKE THE DETONATOR FROM BARYN'S BODY AND SET IT UP-- HURRY!
A-ALL RIGHT!
I HOPE I CAN GET THIS RIGHT ..BARYN WAS THE EXPERT AT SETTING THESE--!
KROOM
CARELESS FOOL! NOW I MUST FINISH THIS BY MYSELF!
PRINCE DEZAN! I HAVE COME TO FREE YOU!
HAVE YOU NOW?


CONSIDERING THE NATURE OF MY CRIMES, I DIDN'T THINK THERE WAS A SINGLE SKRULL IN ALL THE EMPIRE WHO WOULD SO SACRIFICE HIMSELF.
THESE ARE DESPERATE TIMES, DEZAN... I DO WHAT I MUST FOR THE SAKE OF THE EMPIRE. AND NEITHER OF US WILL DIE, IF WE MOVE QUICKLY.
IN MINUTES
BUT, THE ALARMS... THE INTERCEPTOR BEAMS...
DISABLED! BY THE TIME THEY'RE FIXED, WE'LL BE FAR AWAY!
HALF A GALAXY AWAY, THE REMNANTS OF THE IMPERIAL SKRULL ARMADA FLY IN PATROL ABOUT A GIGANTIC STARSHIP...
...AN INTERGALACTIC ENGINE OF DESTRUCTION WHICH HAS AT LAST BEEN CAPTURED... WITH THE HELP OF SIX UNLIKELY ALLIES FROM EARTH.*
EVEN AT THIS DISTANCE, I STILL CAN'T GET OVER THE SIZE OF SANCTUARY II!
NOR CAN I, CAPTAIN AMERICA.
WELL, YOUR PEOPLE HAVE NOTHING MORE TO FEAR FROM IT NOW, GENERAL ZEORAO.
YES, CAPTAIN MARVEL! THANKS TO YOU AVENGERS...
*FOR THE COMPLETE STORY, SEE AVENGERS #259-260.

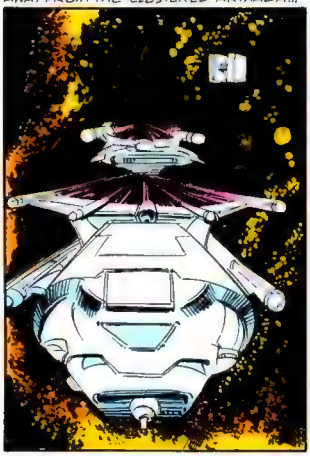

...THE MERCENARY ARMY WHICH HAD OCCUPIED SANCTUARY II HAS MET UTTER DEFEAT--AND THE THREAT OF ITS LEADER, NEBULA, IS AT LAST ENDED.
WHAT OF FIRELORD, GENERAL? I SAW HIM ATTACK SANCTUARY II AS WELL, BUT THERE HAS BEEN NO SIGN OF HIM SINCE!
YOU NEED NOT FEAR FOR YOUR FRIEND, HERCULES--
--AN ARMADA SCOUT SAUCER FOUND HIM WHERE HE HAD IMPACTED ON A NEARBY MOON.
"IMPACTED"?
YES...EVIDENTLY, HE WAS QUITE FORCEFULLY REPULSED BY NEBULA'S ARTILLERY.
AS YOU CAN SEE, FIRELORD IS RESTING COMFORTABLY IN SICK BAY. SINCE HE HAD ACCOMPANIED YOU TO OUR GALAXY, I FELT BEHOLDEN UNDER OUR ALLIANCE TO HELP HIM.
OTHERWISE, I WOULD NEVER AUTHORIZE SUCH TREATMENT FOR A FORMER HERALD OF THE DREAD GALACTUS.
WE APPRECIATE THAT, GENERAL. I'M JUST SORRY THAT NEBULA HERSELF SLIPPED THROUGH OUR FINGERS.
I ECHO CAPTAIN MARVEL'S SENTIMENTS, ZEDRAO, BUT I ASSURE YOU THAT WE WILL FIND NEBULA AND BRING HER TO JUSTICE!

STAR-FOX! DON'T MAKE PROMISES WE CAN'T KEEP!
THE WASP IS RIGHT, FOX. WE'RE ALL UPSET ABOUT NEBULA GETTING TELEPORTED AWAY BY SOME COSMIC WEIRDO,* BUT WE CAN'T SEARCH THE ENTIRE UNIVERSE FOR HER.
THERE MUST BE SOME WAY WE CAN TRACK HER DOWN, DANE.
THERE MIGHT BE AT THAT!
A SENSOR GRID OF INTERGALACTIC RANGE WAS HOUSED ON THE OLD IMPERIAL POWER ASTEROID. PERHAPS IT COULD BE USED TO HOME IN ON THE WILD ENERGIES USED TO TRANSPORT NEBULA AND HER AIDES!

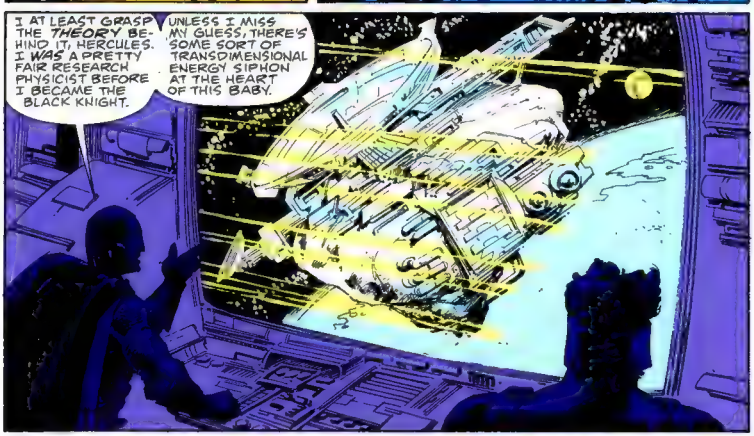
*SEE AVENGERS #260, STILL ON SALE.

IF THE POSSIBILITY EXISTS, WE MUST CHECK IT OUT!
I COULD PROVIDE YOU SAFE PASSAGE TO THE ASTEROID.
YOU'RE IN CHARGE, JAN. WHAT DO YOU THINK?
WELL... I GUESS IT'S WORTH A TRY.
AFTER ALL, IF WE'VE COME THIS FAR--!

MERE MINUTES LATER, A SKRULL ESCORT SAUCER HURRIES TO CATCH UP AS STAR FOX'S TITANIAN STARSHIP STREAKS AWAY FROM THE CLUSTERED ARMADA...



WHAT'S GOTTEN INTO STARFOX? IN ALL THE TIME I'VE KNOWN HIM, HE'S NEVER ACTED SO INTENSE.
THE DATA GENERAL ZEDRAO SUPPLIED US ON THIS POWER ASTEROID IS FASCINATING!
YOU UNDERSTAND THIS GIBBERISH, DANE WHITMAN?

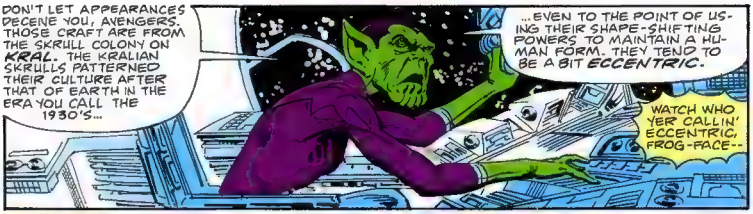

I AT LEAST GRASP THE THEORY BEHIND IT, HERCULES. I WAS A PRETTY FAIR RESEARCH PHYSICIST BEFORE I BECAME THE BLACK KNIGHT.
UNLESS I MISS MY GUESS, THERE'S SOME SORT OF TRANSDIMENSIONAL ENERGY SIPHON AT THE HEART OF THIS BABY.

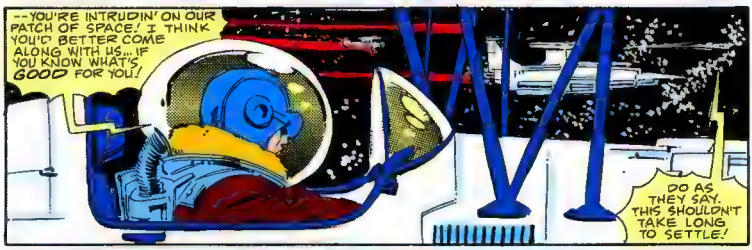
IT'S SOMETIMES BEEN USED AS A CHARGING STATION FOR HIGH-ENERGY CAPACITOR CRYSTALS THAT THE SKRULLS CALL POWER STONES--BUT PRIMARILY, IT BROADCASTS POWER...THOUGH TO WHERE, I CAN'T TELL.
PERHAPS IT SUPPLIED POWER FOR THE SKRULL THRONEWORLD. IT USED TO ORBIT THRONEWORLD... BEFORE THAT PLANET WAS CONSUMED BY GALACTUS!*

*IN FANTASTIC FOUR #257.

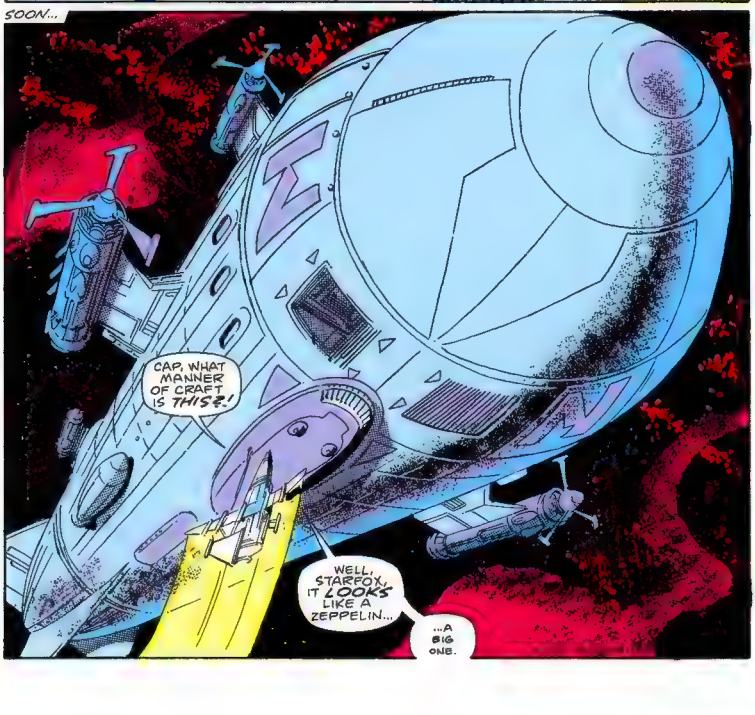
WE ARE CERTAIN THAT THIS POWER ASTEROID SURVIVED GALACTUS'S ATTACK, AREN'T WE?
ACCORDING TO THE ARMADA'S BEST INTELLIGENCE, IT DID. LET'S HOPE THEY'RE RIGHT.
ACROSS THE CABIN...
HAD I ACTED MORE SWIFTLY, NEBULA MIGHT NOT HAVE ESCAPED JUSTICE. IF ONLY I HADN'T PLAYED THE OVERCONFIDENT FOOL AND CONFRONTED HER ALONE--!
I WAS TOTALLY THROWN OFF GUARD WHEN SHE CLAIMED THAT MY BROTHER THANOS WAS HER GRANDFATHER. SHE COULD HAVE BEEN LYING...
...BUT WHETHER OR NOT THANOS'S MADNESS LIVES ON IN THAT BLOODTHIRSTY WITCH, IT IS STILL MY SACRED DUTY TO STOP HER!
EH? WHAT'S THIS?
AVENGERS TO ESCORT...YOU'RE STARTING TO PULL AWAY! EXPLAIN!
@#%$@M EARTHERS! IF I WEREN'T UNDER ORDERS, I'D LEAD YOU INTO A BLACK HOLE! YOU MIGHT'VE HELPED THE ARMADA TODAY, BUT I HAVEN'T FORGOTTEN HOW YOUR KIND COST US A DECISIVE VICTORY OVER THE KREE!*
JUST GETTING INTO PROPER FORMATION FOR THE JUMP THROUGH SUB-SPACE!
ACKNOWLEDGED! AM INITIATING HYPERDRIVE PROCEDURES...
*WAY BACK IN AVENGERS #96-97.
...READY TO WARP ON YOUR SIGNAL.
NOW!

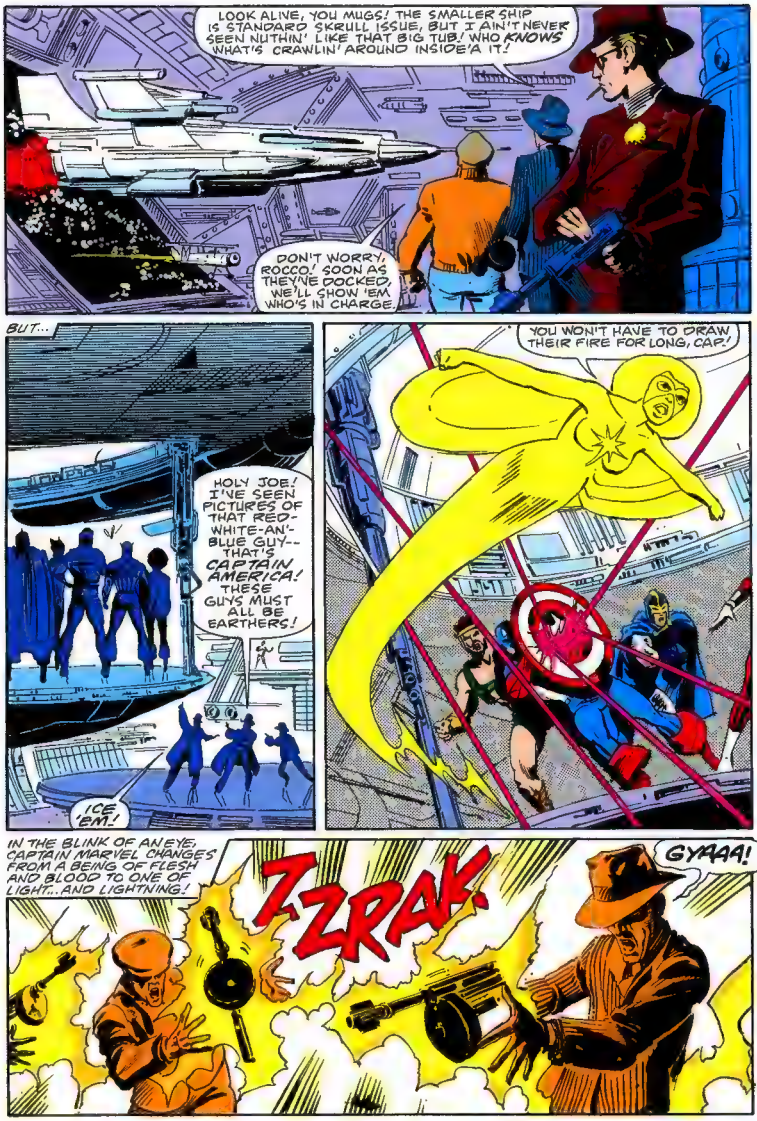
FOR A MOMENT, TIME AND SPACE LOSE ALL MEANING AS THE TWO SHIPS WARP THROUGH THE NON-UNIVERSE OF SUB-SPACE!
THEN--QUITE SUDDENLY--THEY SNAP BACK TO REALITY, HAVING JUMPED HUNDREDS OF LIGHT YEARS IN A FRACTION OF A HEARTBEAT!
AND, JUST AS SUDDENLY...
AVENGERS TO ESCORT... I'M READING TWO UNKNOWNS CLOSING ON US FAST!
SAME HERE! WE SHOULD BE GETTING A VISUAL ON THEM--
--ANY SECOND!
I MUST BE SEEING THINGS!
I SEE THEM, TOO, DANE.
YON CRAFT ARE PASSING STRANGE, BUT--!
YOU DON'T KNOW HOW STRANGE, HERCULES...
...THOSE ARE WORLD WAR I BIPLANES!!
WHAT AM I SAYING? THAT'S IMPOSSIBLE!


DON'T LET APPEARANCES DECEIVE YOU, AVENGERS. THOSE CRAFT ARE FROM THE SKRULL COLONY ON KRAL. THE KRALIAN SKRULLS PATTERNED THEIR CULTURE AFTER THAT OF EARTH IN THE ERA YOU CALL THE 1930'S...
...EVEN TO THE POINT OF USING THEIR SHAPE-SHIFTING POWERS TO MAINTAIN A HUMAN FORM. THEY TEND TO BE A BIT ECCENTRIC.
WATCH WHO YER CALLIN' ECCENTRIC, FROG-FACE--

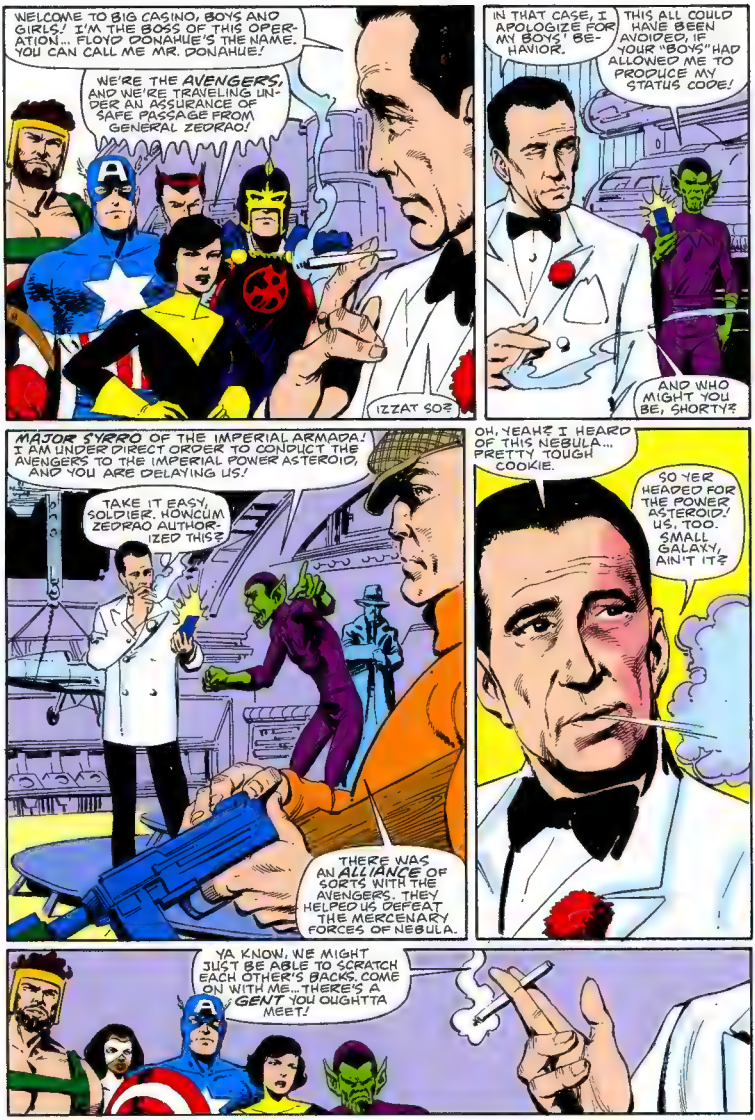

--YOU'RE INTRUDIN' ON OUR PATCH OF SPACE, I THINK YOU'D BETTER COME ALONG WITH US... IF YOU KNOW WHAT'S GOOD FOR YOU!
DO AS THEY SAY. THIS SHOULDN'T TAKE LONG TO SETTLE!

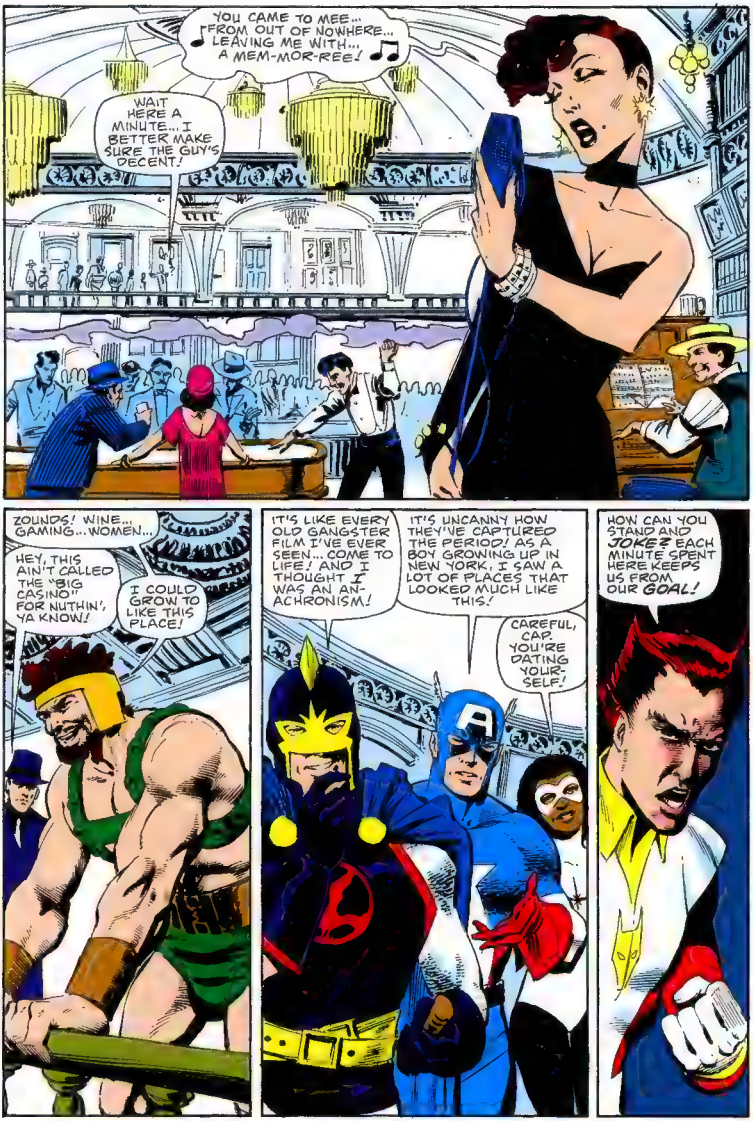
SOON...


CAP, WHAT MANNER OF CRAFT IS THIS?!
WELL, STARFOX, IT LOOKS LIKE A ZEPPELIN...
...A BIG ONE.

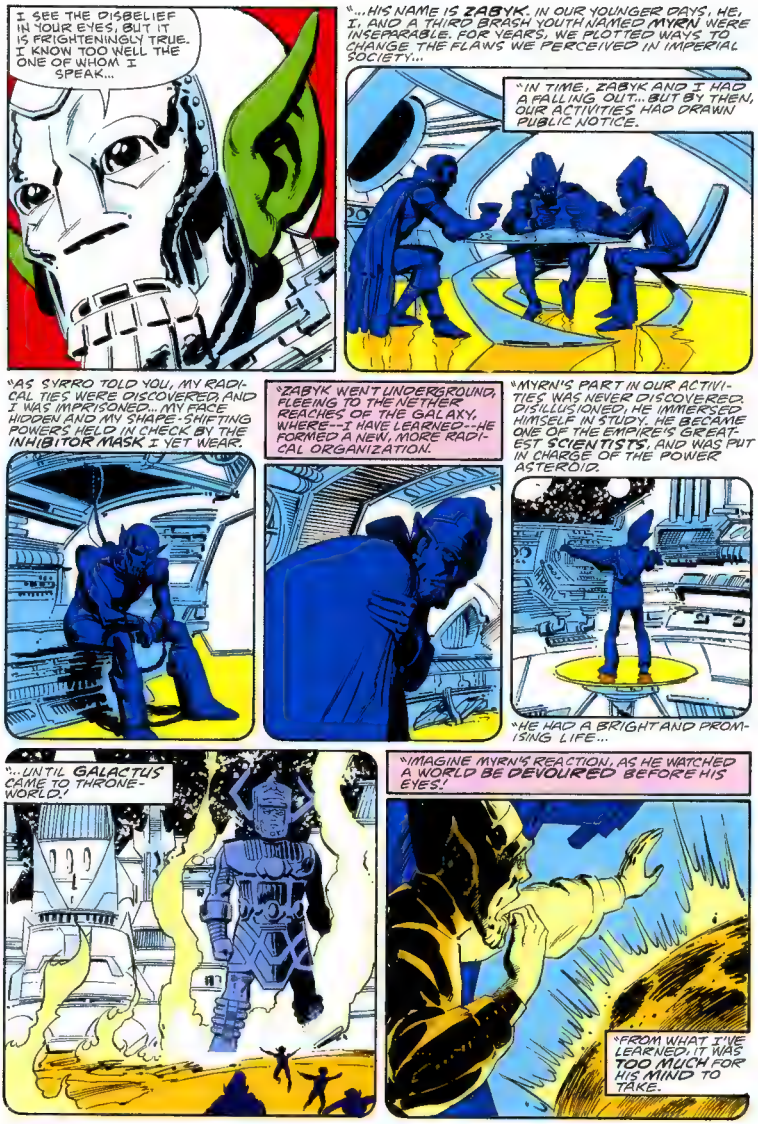

LOOK ALIVE, YOU MUGS! THE SMALLER SHIP IS STANDARD SKRULL ISSUE, BUT I AIN'T NEVER SEEN NUTHIN' LIKE THAT BIG TUB! WHO KNOWS WHAT'S CRAWLIN' AROUND INSIDE'A IT!
DON'T WORRY, ROCCO! SOON AS THEY'VE DOCKED, WE'LL SHOW 'EM WHO'S IN CHARGE.
BUT...
HOLY JOE! I'VE SEEN PICTURES OF THAT RED-WHITE-AN'-BLUE GUY--THAT'S CAPTAIN AMERICA! THESE GUYS MUST ALL BE EARTHERS!
ICE 'EM!
YOU WON'T HAVE TO DRAW THEIR FIRE FOR LONG, CAP!
IN THE BLINK OF AN EYE, CAPTAIN MARVEL CHANGES FROM A BEING OF FLESH AND BLOOD TO ONE OF LIGHT...AND LIGHTNING!
ZRAK
GYAAA!

DON'T WORRY, THE NUMBNESS SHOULD FADE SOON... I KEPT MY VOLTAGE LOW. MAYBE NEXT TIME YOU WON'T BE SO TRIGGER-HAPPY!
I CAN'T STAND WISE-MOUTH DAMES! NOW THAT SHE'S SOLID AGAIN, I'LL SHUT HER UP --BUT GOOD!
WHU?
I THOUGHT THERE WAS ANOTHER RAT YET TO BE ACCOUNTED FOR. HARD TO HIT A LIVING HOLOGRAM, ISN'T IT?
WOULD YOU CARE TO DO THE HONORS, WASP?
LOVE TO, C.M.!
YEOWW!
WELL! A LITTLE BIO-ELECTRIC STING TO THE CENTRAL NERVOUS SYSTEM, AND YOU'RE A NEW SKRULL!
WHY, YOU LITTLE--
WATCH YOUR MOUTH, LOUIE--
--YOU KNOW I DON'T ALLOW ROUGH TALK AROUND LADIES... EVEN IF THESE TWO DID JUST MAKE YOU ALL LOOK LIKE SAPS!
GO CHANGE YOUR FACE, WILLYA? YOU LOOK STUPID IN GREEN!


WELCOME TO BIG CASINO, BOYS AND GIRLS! I'M THE BOSS OF THIS OPERATION... FLOYD DONAHUE'S THE NAME. YOU CAN CALL ME MR. DONAHUE!
WE'RE THE AVENGERS, AND WE'RE TRAVELING UNDER AN ASSURANCE OF SAFE PASSAGE FROM GENERAL ZEDRAO!
IZZAT SO?
IN THAT CASE, I APOLOGIZE FOR MY BOYS' BEHAVIOR.
THIS ALL COULD HAVE BEEN AVOIDED, IF YOUR "BOYS" HAD ALLOWED ME TO PRODUCE MY STATUS CODE!
AND WHO MIGHT YOU BE, SHORTY?
MAJOR SYRRO OF THE IMPERIAL ARMADA! I AM UNDER DIRECT ORDER TO CONDUCT THE AVENGERS TO THE IMPERIAL POWER ASTEROID, AND YOU ARE DELAYING US!
TAKE IT EASY, SOLDIER. HOWCUM ZEDRAO AUTHORIZED THIS?
THERE WAS AN ALLIANCE OF SORTS WITH THE AVENGERS. THEY HELPED US DEFEAT THE MERCENARY FORCES OF NEBULA.
OH, YEAH? I HEARD OF THIS NEBULA... PRETTY TOUGH COOKIE.
SO YER HEADED FOR THE POWER ASTEROID! US, TOO. SMALL GALAXY, AIN'T IT?
YA KNOW, WE MIGHT JUST BE ABLE TO SCRATCH EACH OTHER'S BACKS. COME ON WITH ME... THERE'S A GENT YOU OUGHTTA MEET!

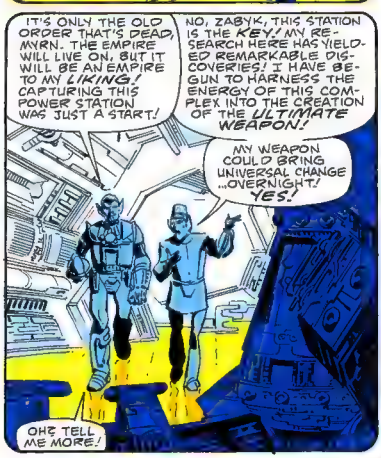

YOU CAME TO MEE... FROM OUT OF NOWHERE... LEAVING ME WITH... A MEM-MOR-REE!
WAIT HERE A MINUTE... I BETTER MAKE SURE THE GUY'S DECENT!
ZOUNDS! WINE... GAMING... WOMEN...
HEY, THIS AIN'T CALLED THE "BIG CASINO" FOR NUTHIN', YA KNOW!
I COULD GROW TO LIKE THIS PLACE!
IT'S LIKE EVERY OLD GANGSTER FILM I'VE EVER SEEN... COME TO LIFE! AND I THOUGHT I WAS AN ANACHRONISM!
IT'S UNCANNY HOW THEY'VE CAPTURED THE PERIOD! AS A BOY GROWING UP IN NEW YORK, I SAW A LOT OF PLACES THAT LOOKED MUCH LIKE THIS!
CAREFUL, CAP... YOU'RE DATING YOURSELF!
HOW CAN YOU STAND AND JOKE? EACH MINUTE SPENT HERE KEEPS US FROM OUR GOAL!

KEEP YOUR SHIRT ON, DAGWOOD. YOU'LL GET THERE!
COME ON IN, FOLKS...YOU, TOO, SHORTY...
...AND SAY HELLO TO BIG CASINO'S SPECIAL CUSTOMER--
--PRINCE DEZAN.
I GREET YOU, AVENGERS. MR. DONAHUE TELLS ME WE HAVE SIMILAR GOALS.
PRINCE DEZAN ...FREE!?
DONAHUE, HOW CAN YOU HARBOR THIS... THIS...
WHO--THE PRINCE? EASY! HE'S PAYING ME PLENTY!
WHAT'S GOING ON, SYRRO? WHO IS THIS HELMETED SKRULL?
HE'S THE YOUNGER BROTHER OF THE LATE EMPEROR DORREK...
...AND A TRAITOR TO HIS OWN KIND! HE WAS EXILED TO A REMOTE PRISON WORLD. WHEN HIS UN-SKRULL ACTIVITIES WERE DISCOVERED.
HE IS THE MOST DANGEROUS SKRULL IN ALL THE GALAXY.
I WON'T DENY THAT MUCH OF WHAT YOUR ESCORT SAYS IS TRUE. BUT THERE IS ANOTHER SKRULL AT LARGE WHO IS FAR MORE DANGEROUS THAN I.
AND HE HAS IN HIS GRASP A WEAPON WHICH COULD DESTROY ALL THAT REMAINS OF THE EMPIRE!


I SEE THE DISBELIEF IN YOUR EYES, BUT IT IS FRIGHTENINGLY TRUE. I KNOW TOO WELL THE ONE OF WHOM I SPEAK...
"...HIS NAME IS ZABYK. IN OUR YOUNGER DAYS, HE, I, AND A THIRD BRASH YOUTH NAMED MYRN WERE INSEPARABLE. FOR YEARS, WE PLOTTED WAYS TO CHANGE THE FLAWS WE PERCEIVED IN IMPERIAL SOCIETY...
"IN TIME, ZABYK AND I HAD A FALLING OUT...BUT BY THEN, OUR ACTIVITIES HAD DRAWN PUBLIC NOTICE.
"AS SYRRO TOLD YOU, MY RADICAL TIES WERE DISCOVERED, AND I WAS IMPRISONED... MY FACE HIDDEN AND MY SHAPE-SHIFTING POWERS HELD IN CHECK BY THE INHIBITOR MASK I YET WEAR.
"ZABYK WENT UNDERGROUND, FLEEING TO THE NETHER REACHES OF THE GALAXY. WHERE--I HAVE LEARNED--HE FORMED A NEW, MORE RADICAL ORGANIZATION.
"MYRN'S PART IN OUR ACTIVITIES WAS NEVER DISCOVERED. DISILLUSIONED, HE IMMERSED HIMSELF IN STUDY. HE BECAME ONE OF THE EMPIRE'S GREATEST SCIENTISTS, AND WAS PUT IN CHARGE OF THE POWER ASTEROID.
"HE HAD A BRIGHT AND PROMISING LIFE...
"...UNTIL GALACTUS CAME TO THRONE-WORLD.'
"IMAGINE MYRN'S REACTION, AS HE WATCHED A WORLD BE DEVOURED BEFORE HIS EYES!
"FROM WHAT I'VE LEARNED, IT WAS TOO MUCH FOR HIS MIND TO TAKE.

"NO CORNER OF THE EMPIRE ESCAPED THE MAD STATE OF CHAOS CAUSED BY THRONEWORLD'S DESTRUCTION. IT BECAME FRIGHTENINGLY EASY FOR A SMALL FORCE TO SEIZE THE FACILITY."

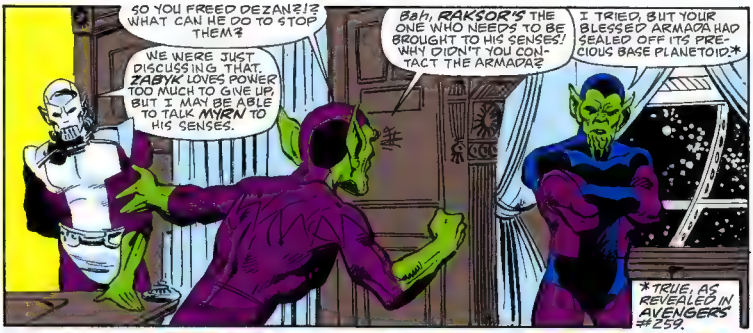
BY THE DARK NEBULA, IT IS YOU! WHAT ARE YOU DOING HERE? DON'T YOU RECOGNIZE YOUR OLD COMRADE?
I'D NEVER FORGET YOU, ZABYK. AS FOR ME, I WAS IN CHARGE HERE BEFORE... BEFORE EVERYTHING CAME TO AN END.


IT'S ONLY THE OLD ORDER THAT'S DEAD, MYRN. THE EMPIRE WILL LIVE ON, BUT IT WILL BE AN EMPIRE TO MY LIKING! CAPTURING THIS POWER STATION WAS JUST A START!
NO, ZABYK, THIS STATION IS THE KEY! MY RESEARCH HERE HAS YIELDED REMARKABLE DISCOVERIES! I HAVE BEGUN TO HARNESS THE ENERGY OF THIS COMPLEX INTO THE CREATION OF THE ULTIMATE WEAPON!
MY WEAPON COULD BRING UNIVERSAL CHANGE ...OVERNIGHT!
YES!
OH? TELL ME MORE!

*BUT WHILE MYRN BABBLED ON, HE AND ZABYK WERE UNAWARE THAT THEIR EVERY WORD HAD BEEN OVERHEARD BY THE SKRULL WARRIOR RAKSOR."

IT IS AS PRINCE DEZAN SAID. I HAD BEEN RETURNED TO THE POWER ASTEROID AFTER A MONTHS-LONG MISSION OUTSIDE THE GALAXY,* TO FIND THRONEWORLD REDUCED TO DRIFTING DEBRIS WAS NUMBING.
WHAT I HEARD MYRN PROPOSE SHOCKED ME TO MY SENSES. UNFORTUNATELY, I WAS FORCED TO FLEE BEFORE I WAS DISCOVERED BY ZABYK'S GUARDS.
BUT I KNEW THERE WAS ONE SKRULL WHO MIGHT KNOW HOW TO DEAL WITH ZABYK AND MYRN.

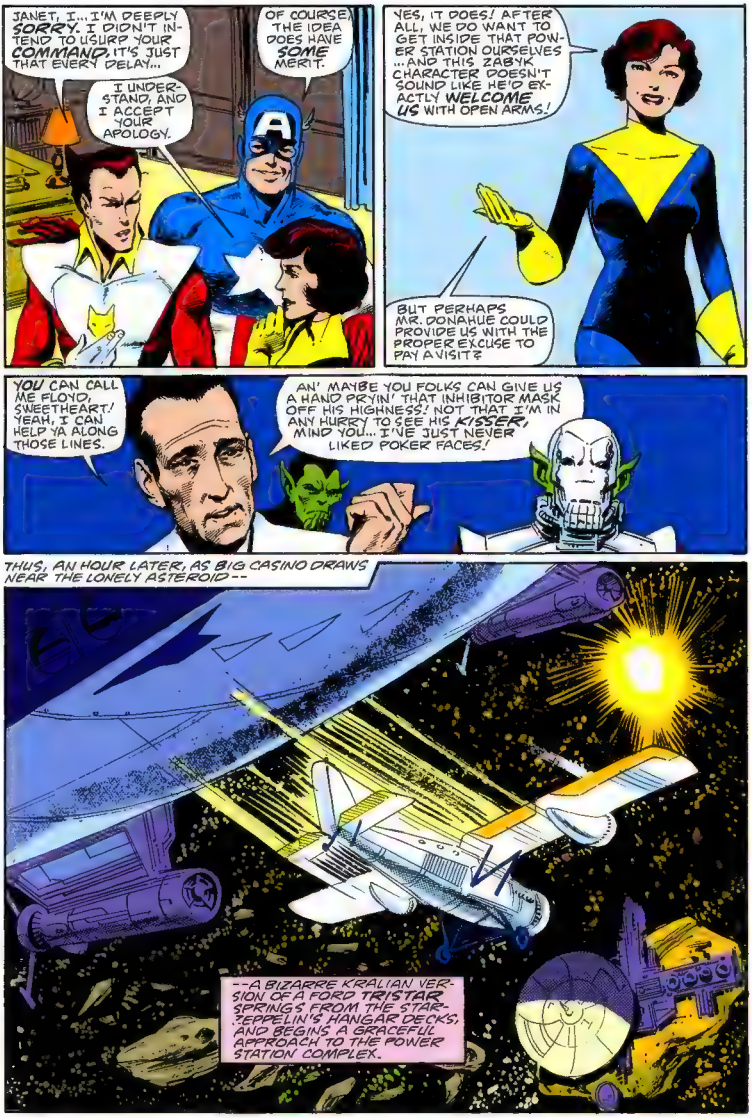
*DEPICTED IN X-MEN #137 AND F.F. ANNUAL #18.

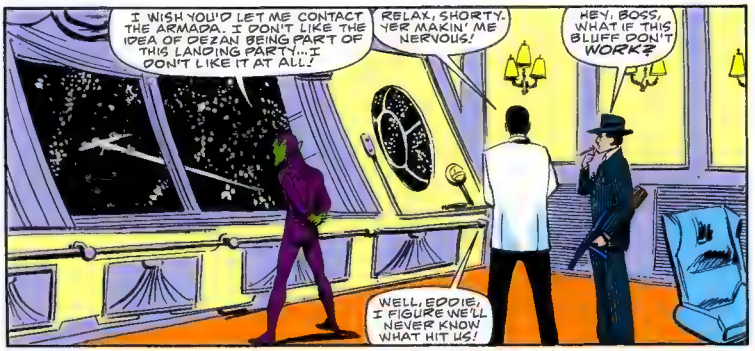

SO YOU FREED DEZANZ!? WHAT CAN HE DO TO STOP THEM?
WE WERE JUST DISCUSSING THAT. ZABYK LOVES POWER TOO MUCH TO GIVE UP, BUT I MAY BE ABLE TO TALK MYRN TO HIS SENSES.
Bah, RAKSOR'S THE ONE WHO NEEDS TO BE BROUGHT TO HIS SENSES! WHY DIDN'T YOU CONTACT THE ARMADA?
I TRIED, BUT YOUR BLESSED ARMADA HAD SEALED OFF ITS PRECIOUS BASE PLANETOID!*
*TRUE, AS REVEALED IN AVENGERS #259.

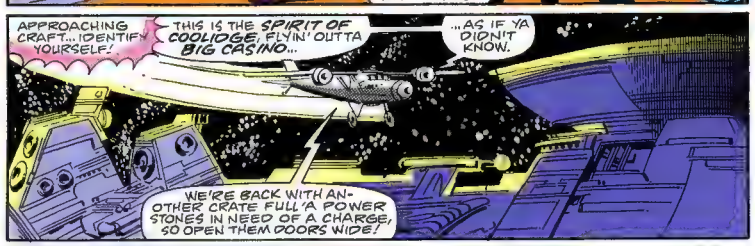
AND YOU THINK YOU CAN TRUST DEZANZ FOOL, IF SOME ULTIMATE WEAPON IS BEING CONSTRUCTED WITHIN THE POWER ASTEROID, THAT IS THE LAST PLACE THIS TRAITOR SHOULD BE TAKEN!
WHAT WOULD YOU DO, MUDWORM--HAVE THE ARMADA WARP IN WITH GUNS BLAZING?
THE ASTEROID HAS POWER ENOUGH TO HOLD THEM OFF TILL DOOMSDAY... WHICH WOULDN'T BE LONG IN FOLLOWING! NO, WE MUST USE DECEPTION! A SMALL COMMANDO FORCE COULD BE THE SOLUTION, OR--!

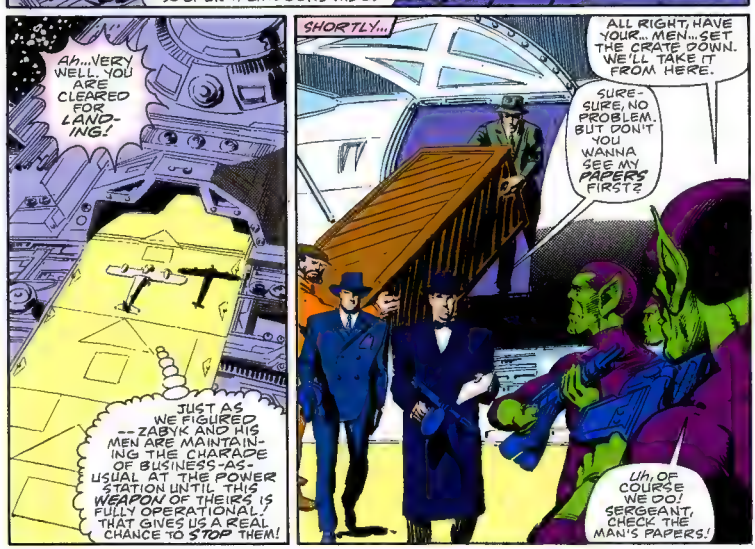
OR NOTHING! THE AVENGERS ARE A SMALL GROUP, POWERFUL ENOUGH TO GAIN ENTRY TO THE POWER STATION AND END ANY THREAT THAT MIGHT EXIST.
WELL... YES, YOU PROBABLY COULD.
THEN IT'S SETTLED!

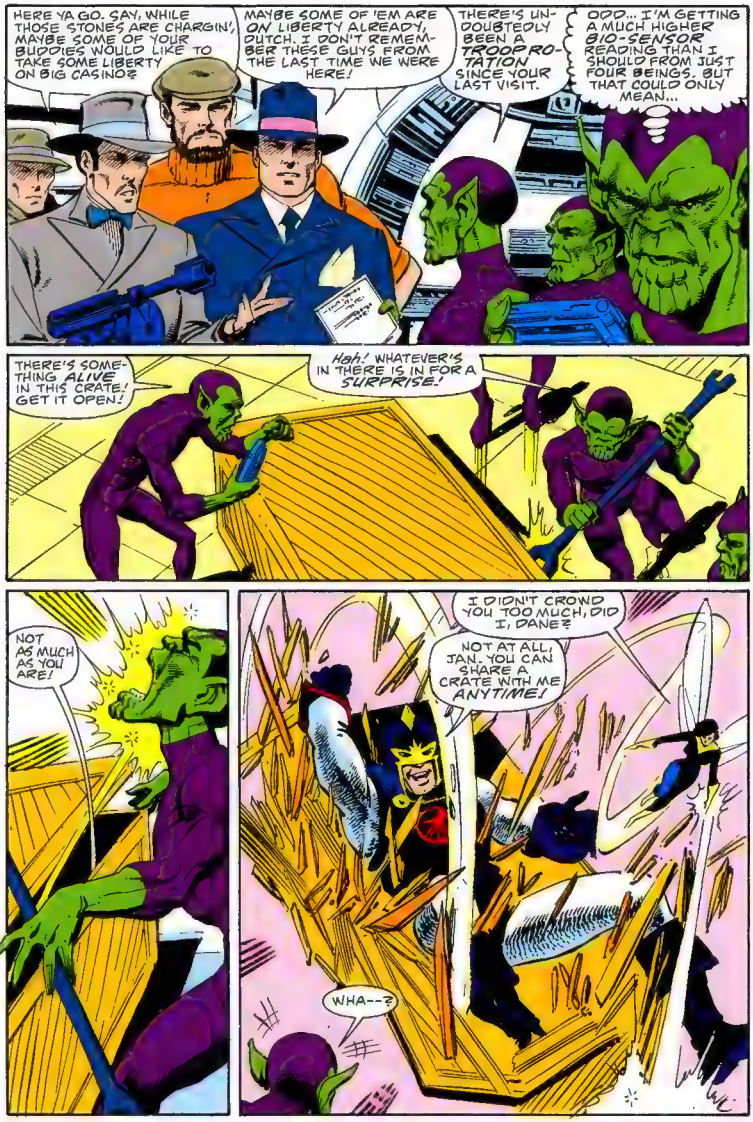
HOLD IT, STARFOX! WE NEED A LITTLE PLANNING BEFORE WE RUSH INTO ANYTHING--AND THERE IS A CHAIN OF COMMAND!
YES, I DON'T RECALL APPOINTING YOU GROUP SPOKESMAN!


JANET, I... I'M DEEPLY SORRY. I DIDN'T INTEND TO USURP YOUR COMMAND. IT'S JUST THAT EVERY DELAY...
I UNDERSTAND, AND I ACCEPT YOUR APOLOGY.
OF COURSE, THE IDEA DOES HAVE SOME MERIT.
YES, IT DOES! AFTER ALL, WE DO WANT TO GET INSIDE THAT POWER STATION OURSELVES ...AND THIS ZABYK CHARACTER DOESN'T SOUND LIKE HE'D EXACTLY WELCOME US WITH OPEN ARMS!
BUT PERHAPS MR. DONAHUE COULD PROVIDE US WITH THE PROPER EXCUSE TO PAY A VISIT?
YOU CAN CALL ME FLOYD, SWEETHEART! YEAH, I CAN HELP YA ALONG THOSE LINES.
AN' MAYBE YOU FOLKS CAN GIVE US A HAND PRYIN' THAT INHIBITOR MASK OFF HIS HIGHNESS! NOT THAT I'M IN ANY HURRY TO SEE HIS KISSER, MIND YOU... I'VE JUST NEVER LIKED POKER FACES!
THUS, AN HOUR LATER, AS BIG CASINO DRAWS NEAR THE LONELY ASTEROID --
--A BIZARRE KRALIAN VERSION OF A FORD TRISTAR SPRINGS FROM THE STARZEPPELIN'S HANGAR DECKS, AND BEGINS A GRACEFUL APPROACH TO THE POWER STATION COMPLEX.

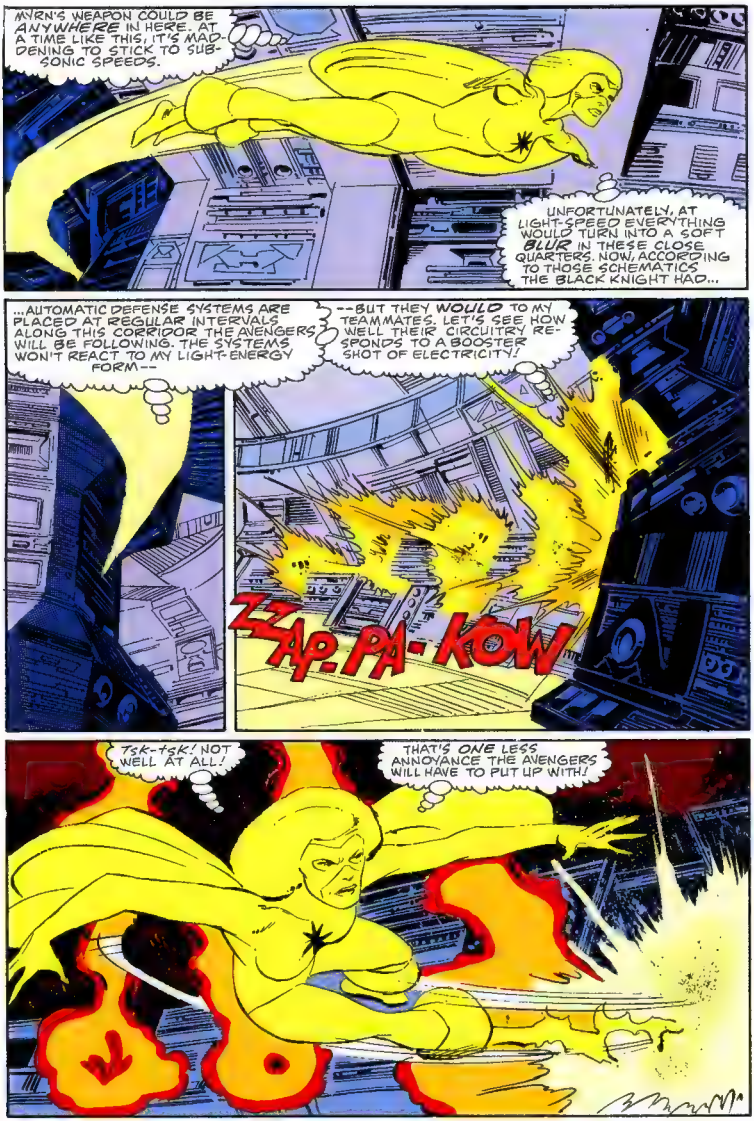

I WISH YOU'D LET ME CONTACT THE ARMADA. I DON'T LIKE THE IDEA OF DEZAN BEING PART OF THIS LANDING PARTY...I DON'T LIKE IT AT ALL!
RELAX, SHORTY. YER MAKIN' ME NERVOUS!
HEY, BOSS, WHAT IF THIS BLUFF DON'T WORK?
WELL, EDDIE, I FIGURE WE'LL NEVER KNOW WHAT HIT US!

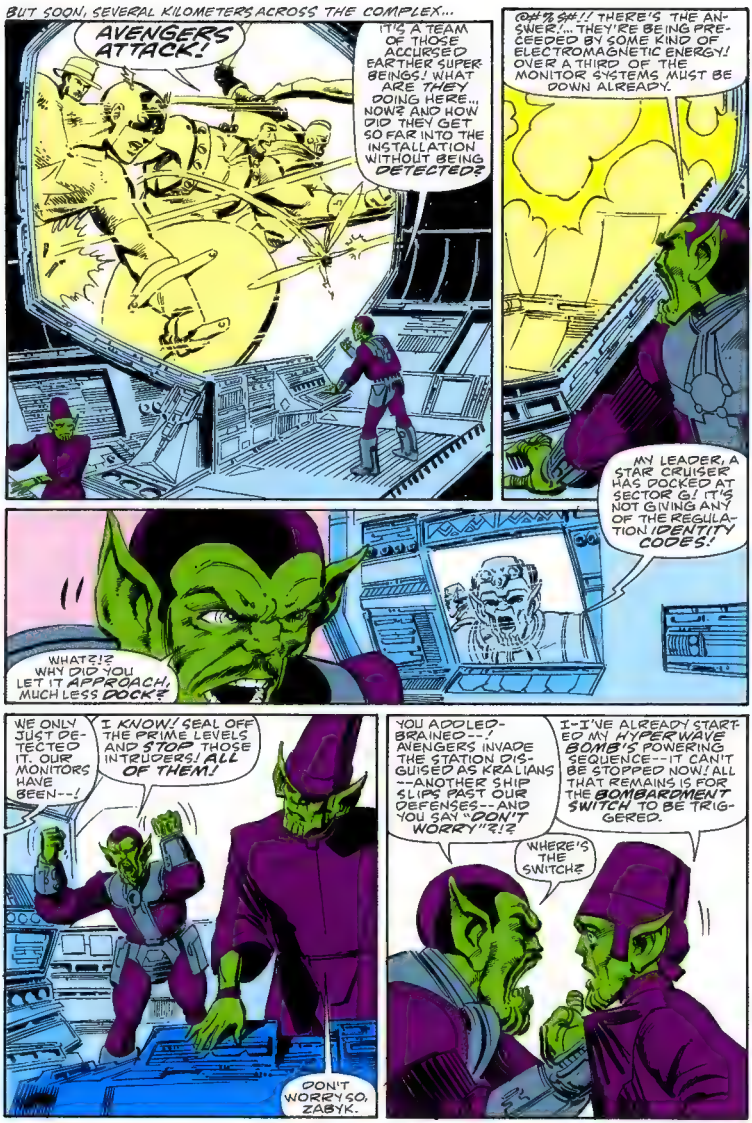

APPROACHING CRAFT...IDENTIFY YOURSELF!
THIS IS THE SPIRIT OF COOLIDGE, FLYIN' OUTTA BIG CASINO...
...AS IF YA DIDN'T KNOW.
WE'RE BACK WITH ANOTHER CRATE FULL'A POWER STONES IN NEED OF A CHARGE, SO OPEN THEM DOORS WIDE!

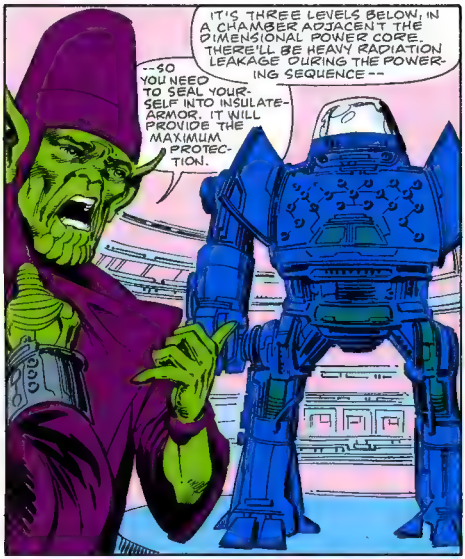

Ah...VERY WELL. YOU ARE CLEARED FOR LANDING!
JUST AS WE FIGURED -- ZABYK AND HIS MEN ARE MAINTAINING THE CHARADE OF BUSINESS-AS-USUAL AT THE POWER STATION UNTIL THIS WEAPON OF THEIRS IS FULLY OPERATIONAL! THAT GIVES US A REAL CHANCE TO STOP THEM!
SHORTLY...
ALL RIGHT, HAVE YOUR...MEN...SET THE CRATE DOWN. WE'LL TAKE IT FROM HERE.
SURE-SURE, NO PROBLEM. BUT DON'T YOU WANNA SEE MY PAPERS FIRST?
UH, OF COURSE WE DO! SERGEANT, CHECK THE MAN'S PAPERS!


HERE YA GO. SAY, WHILE THOSE STONES ARE CHARGIN', MAYBE SOME OF YOUR BUDDIES WOULD LIKE TO TAKE SOME LIBERTY ON BIG CASINO?
MAYBE SOME OF 'EM ARE ON LIBERTY ALREADY, DUTCH. I DON'T REMEMBER THESE GUYS FROM THE LAST TIME WE WERE HERE!
THERE'S UNDOUBTEDLY BEEN A TROOP ROTATION SINCE YOUR LAST VISIT.
ODD... I'M GETTING A MUCH HIGHER BIO-SENSOR READING THAN I SHOULD FROM JUST FOUR BEINGS. BUT THAT COULD ONLY MEAN...
THERE'S SOMETHING ALIVE IN THIS CRATE! GET IT OPEN!
Hah! WHATEVER'S IN THERE IS IN FOR A SURPRISE!
NOT AS MUCH AS YOU ARE!
I DIDN'T CROWD YOU TOO MUCH, DID I, DANE?
NOT AT ALL, JAN. YOU CAN SHARE A CRATE WITH ME ANYTIME!
WHA--?

OH, WELL, WE COULDN'T MAINTAIN OUR COVER FOREVER! TAKE 'EM OUT FAST, AVENGERS!
DONE, CAP!
C.M., WHERE ARE YOU?
RIGHT HERE, CAP.. JUST FINISHING FRYING THE MONITOR SYSTEMS FOR THIS SECTION. A HEAVY DOSE OF INFRARED KNOCKED 'EM RIGHT OUT!
YOU WON'T BE SEEN FOR A WHILE, BUT THE DEAD MONITORS WILL PROBABLY CAUSE SOME GUARDS TO INVESTIGATE!
WE CAN HANDLE THEM. THE IMPORTANT THING IS TO FIND WHERE MYRN IS HIDING HIS ULTIMATE WEAPON --AND THERE'S A LOT OF BASE TO SEARCH.
ON MY WAY!
AMAZING!
AYE, THAT SHE IS.


MYRN'S WEAPON COULD BE ANYWHERE IN HERE. AT A TIME LIKE THIS, IT'S MADDENING TO STICK TO SUBSONIC SPEEDS.
UNFORTUNATELY, AT LIGHT-SPEED EVERYTHING WOULD TURN INTO A SOFT BLUR IN THESE CLOSE QUARTERS. NOW, ACCORDING TO THOSE SCHEMATICS THE BLACK KNIGHT HAD...
...AUTOMATIC DEFENSE SYSTEMS ARE PLACED AT REGULAR INTERVALS ALONG THIS CORRIDOR THE AVENGERS WILL BE FOLLOWING. THE SYSTEMS WON'T REACT TO MY LIGHT-ENERGY FORM--
--BUT THEY WOULD TO MY TEAMMATES. LET'S SEE HOW WELL THEIR CIRCUITRY RESPONDS TO A BOOSTER SHOT OF ELECTRICITY!
ZZAP. PA-KOW
TSK-TSK! NOT WELL AT ALL!
THAT'S ONE LESS ANNOYANCE THE AVENGERS WILL HAVE TO PUT UP WITH!


BUT SOON, SEVERAL KILOMETERS ACROSS THE COMPLEX...
AVENGERS ATTACK!
IT'S A TEAM OF THOSE ACCURSED INSUFFERABLE SUPER BEINGS! WHAT ARE THEY DOING HERE... NOW? AND HOW DID THEY GET SO FAR INTO THE INSTALLATION WITHOUT BEING DETECTED?
@#%$#! THERE'S THE ANSWER!... THEY'RE BEING PRECEEDED BY SOME KIND OF ELECTROMAGNETIC ENERGY! OVER A THIRD OF THE MONITOR SYSTEMS MUST BE DOWN ALREADY.
MY LEADER, A STAR CRUISER HAS DOCKED AT SECTOR G! IT'S NOT GIVING ANY OF THE REGULATION IDENTITY CODES!
WHAT?! WHY DID YOU LET IT APPROACH, MUCH LESS DOCK?
WE ONLY JUST DETECTED IT. OUR MONITORS HAVE BEEN--!
I KNOW! SEAL OFF THE PRIME LEVELS AND STOP THOSE INTRUDERS! ALL OF THEM!
DON'T WORRY SO, ZABYK.
YOU ADDLED-BRAINED--! AVENGERS INVADE THE STATION DISGUISED AS KRALIANS --ANOTHER SHIP SLIPS PAST OUR DEFENSES--AND YOU SAY "DON'T WORRY"?!?
I-I'VE ALREADY STARTED MY HYPERWAVE BOMB'S POWERING SEQUENCE--IT CAN'T BE STOPPED NOW! ALL THAT REMAINS IS FOR THE BOMBARDMENT SWITCH TO BE TRIGGERED.
WHERE'S THE SWITCH?


IT'S THREE LEVELS BELOW, IN A CHAMBER ADJACENT THE DIMENSIONAL POWER CORE. THERE'LL BE HEAVY RADIATION LEAKAGE DURING THE POWERING SEQUENCE --
--SO YOU NEED TO SEAL YOURSELF INTO INSULATE-ARMOR. IT WILL PROVIDE THE MAXIMUM PROTECTION.

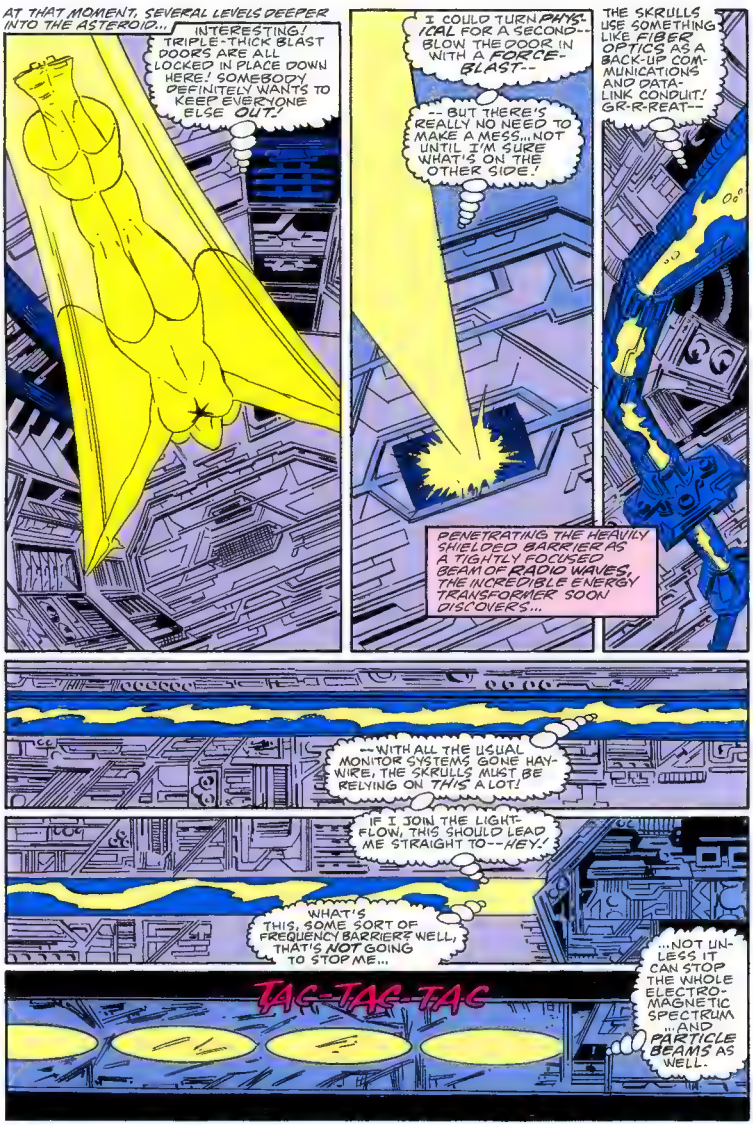
ENTERING THE ARMOR IS A CHALLENGE -- FOR ANY SKRULL'S SHAPE-SHIFTING PROWESS. IT'S SOMEWHAT LIKE OOZING THROUGH A SIEVE, AND THEN CONGEALING WITHIN A THREE-DIMENSIONAL MAZE.
I SEE. AND ONCE I'M IN-SIDE--

THE ARMOR IS PROGRAMMED TO CARRY YOU TO THE TRIGGERING CHAMBER. IN ADDITION, IT INTERACTS CYBERNETICALLY WITH NERVE-MOTOR IMPULSES.
ONCE IN THE CHAMBER, YOU'LL FIND ALL PROCEDURES CLEARLY MARKED.
Ah-- ALREADY I CAN FEEL THE ARMOR RESPOND!

THIS DAY WILL BE LONG REMEMBERED, ZABYK. WHEN YOU HIT THAT SWITCH, ALL SKRULLS -- EVERYWHERE -- WILL WITNESS THE AWESOME POWER OF THE HYPER-WAVE BOMB. OUR LIVES WILL NEVER BE THE SAME AGAIN!
YES. THE EMPIRE WILL RISE ANEW, UNDER THE RULE OF ZABYK THE FIRST!

YOUR LIFE, HOWEVER, IS OVER!

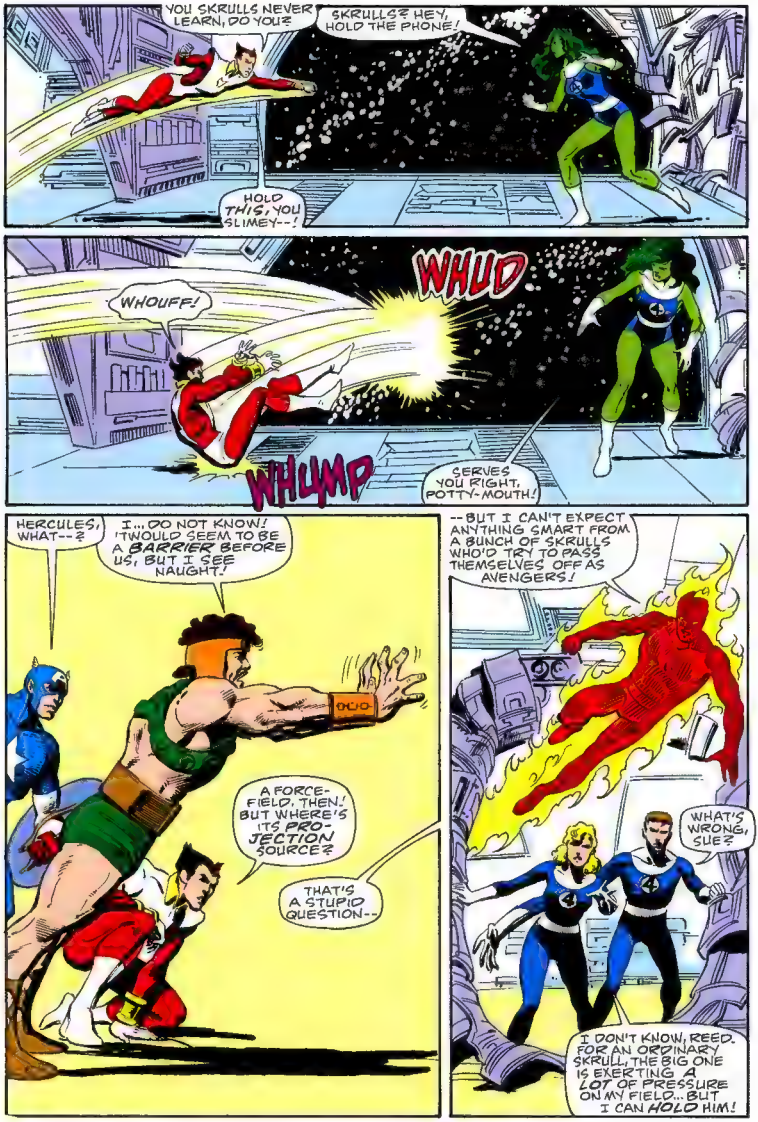
ELSEWHERE...
BE THERE NO END TO THESE HALLS?
NOT FOR MANY MILES, HERCULES. BUT CAPTAIN MARVEL SHOULD FIND OUR QUARRY BEFORE THEN!
IN THE MEANTIME, IT LOOKS LIKE ZABYK'S GUARD IS SENDING SOME HEAVY ARTILLERY OUR WAY! I'LL GO IN HIGH AND--!
THOOM
STAY THY HAND, AVENGER! YOU HAVE NOTHING TO FEAR FROM THE SON OF ODIN!
WHA--? THOR!! WHAT ARE YOU DOING OUT HERE?
I'M HELPING MY ALLIES, THE COLONIZERS OF RIGEL, STOP THE MACHINATIONS OF THE SKRULL OVERLORD ZABYK. I TAKE IT THAT WE FIGHT TO SIMILAR ENDS?
I... GUESS WE DO.
FOLLOW US, THEN! MY RIGELIAN FRIENDS HAVE DETECTED ZABYK'S HIDEAWAY!
LEAD ON, ODINSON, AND WE SHALL BEARD THE VILLAIN IN HIS OWN LAIR!

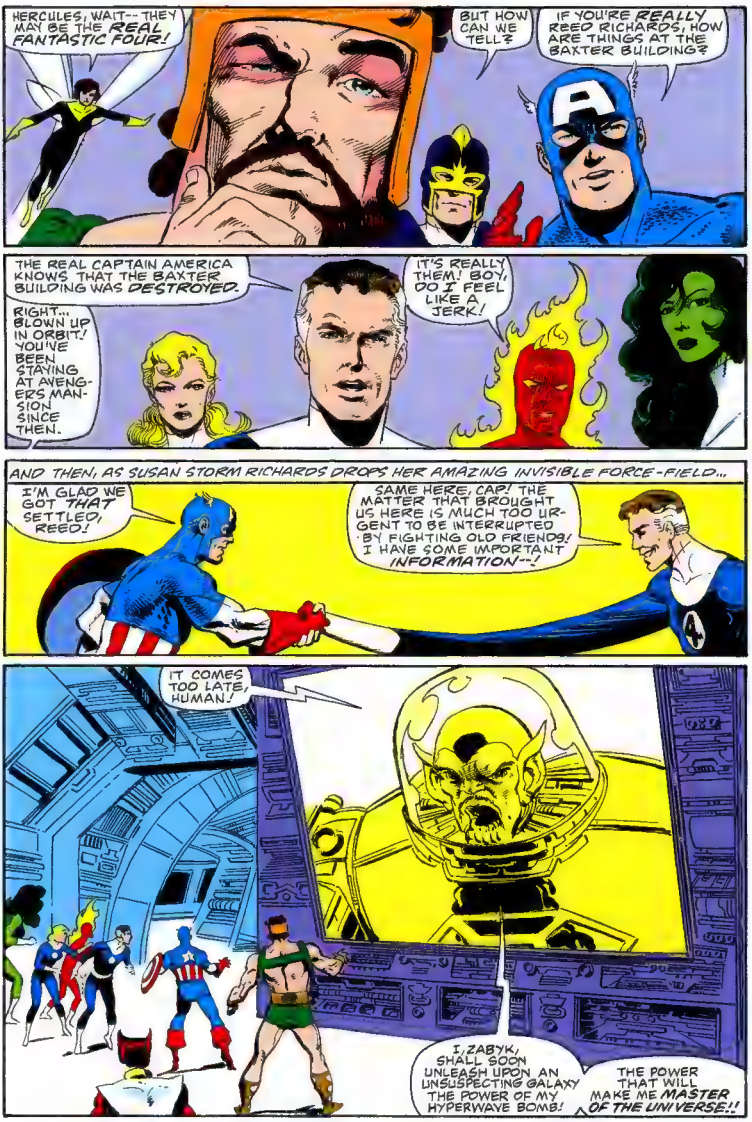

AT THAT MOMENT, SEVERAL LEVELS DEEPER INTO THE ASTEROID...
INTERESTING! TRIPLE-THICK BLAST DOORS ARE ALL LOCKED IN PLACE DOWN HERE! SOMEBODY DEFINITELY WANTS TO KEEP EVERYONE ELSE OUT!
I COULD TURN PHYSICAL FOR A SECOND--BLOW THE DOOR IN WITH A FORCE-BLAST--
--BUT THERE'S REALLY NO NEED TO MAKE A MESS...NOT UNTIL I'M SURE WHAT'S ON THE OTHER SIDE!
THE SKRULLS USE SOMETHING LIKE FIBER OPTICS AS A BACK-UP COMMUNICATIONS AND DATA-LINK CONDUIT! GR-R-REAT--
PENETRATING THE HEAVILY SHIELDED BARRIER AS A TIGHTLY FOCUSED BEAM OF RADIO WAVES, THE INCREDIBLE ENERGY TRANSFORMER SOON DISCOVERS...
--WITH ALL THE USUAL MONITOR SYSTEMS GONE HAYWIRE, THE SKRULLS MUST BE RELYING ON THIS A LOT!
IF I JOIN THE LIGHT-FLOW, THIS SHOULD LEAD ME STRAIGHT TO--HEY!
WHAT'S THIS, SOME SORT OF FREQUENCY BARRIER? WELL, THAT'S NOT GOING TO STOP ME...
TAC-TAC-TAC
...NOT UNLESS IT CAN STOP THE WHOLE ELECTRO-MAGNETIC SPECTRUM ...AND PARTICLE BEAMS AS WELL.

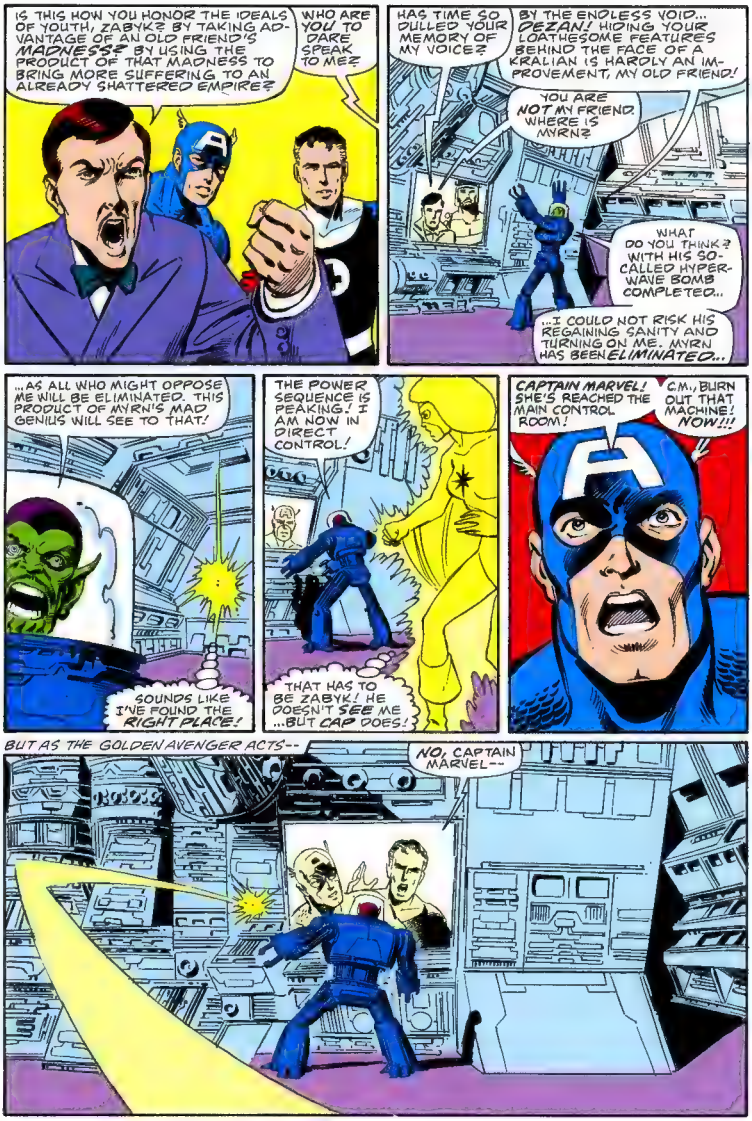
WHILE ABOVE...
TOO BAD THAT GOLIATH IS STUCK BACK AT AVENGERS MANSION ON MONITOR DUTY--EH, THOR?
'TIS JUST AS WELL. WITH HIS GREAT HEIGHT, HE WOULD BE HARD PRESSED TO TRAVEL THESE CORRIDORS.
HEAR THAT, HERC?
VERILY.
THOR, OLD FRIEND--!
WHAT IS IT, HERCULES?
I HAVE A GIFT FOR THEE!
HWUD
YOUR STORY WAS A LITTLE FISHY, "THOR," SO WE PUT YOU TO A TEST!
AND YOU FAILED IN A BIG WAY!
AYE, THERE HAS BEEN NO GOLIATH IN THE AVENGERS FOR SOME TIME... SKRULL!
UH, GUYS?

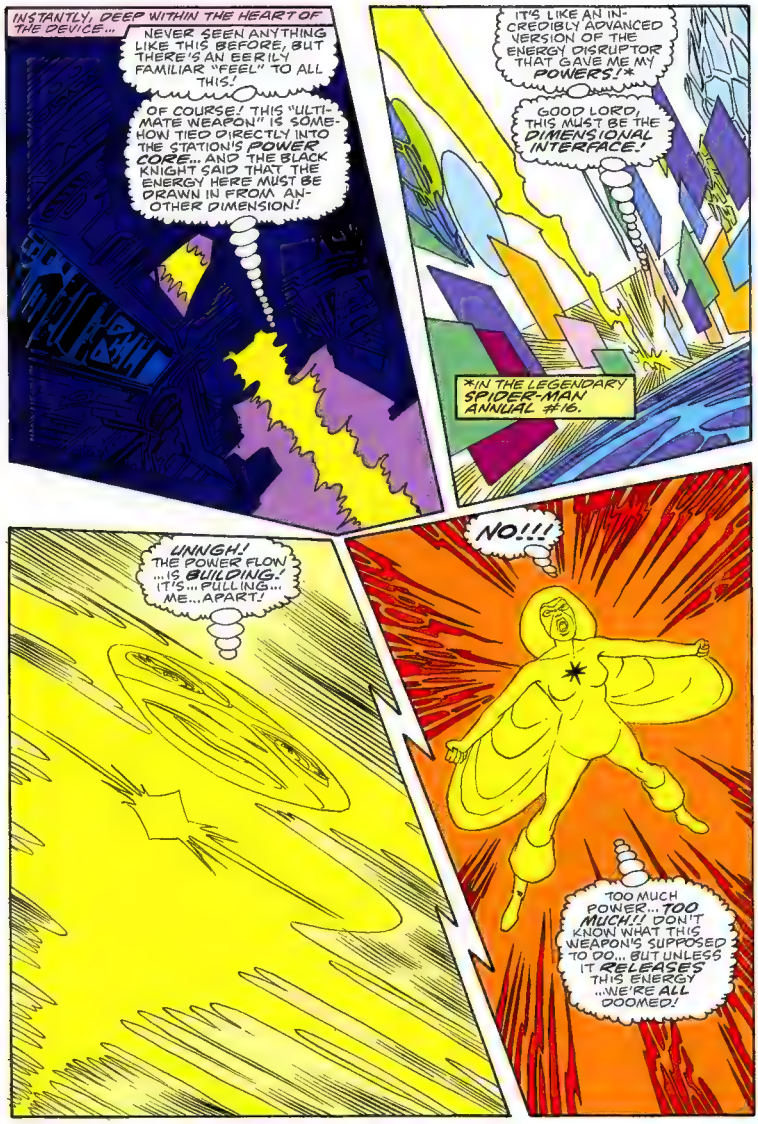
LOOKS LIKE WE'VE BEEN LED INTO AN AMBUSH!
OKAY, AVENGERS--
--YOU KNOW WHAT TO DO!
THE TINY ONE ...SHE IS EVERY-WHERE!
SORRY, BOYS--BUT AN AMBUSH THAT'S EXPECTED RARE-LY WORKS!
Y-YOUR SWORD CUT THROUGH MY BLASTER! WHAT SORT OF MAGIC IS THIS?!
PRETTY GOOD MAGIC, I'D SAY!
Hrmph! THIS BATTLE IS TOO EASILY WON FOR THE SON OF ZEUS!
ASTOUNDING! THESE SKRULLS HAVE JUST ENOUGH OF A PLEASURE CENTER IN THEIR WRETCHED BRAINS FOR ME TO PSIONICLY STIMULATE!
WHERE IS ZABYK?
Oooh... I'D LOVE TO TELL YOU... BUT I DON'T KNOOOW!

MAYBE THIS ONE CAN TELL US!
EVEN IF I DID KNOW, I WOULDN'T TELL YOU, EARTH-LOVER!
YOU THINK ME A KRALIAN? YOU'RE WRONG...
...HERE IS MY TRUE-FACE!
P-PRINCE D-DEZAN? I-I-I...
HE'S TERRIFIED. I'D BEST RE-ASSUME KRALIAN FEATURES BEFORE I SHOCK THEM ALL SPEECHLESS.
THEN, SUDDENLY...
HEADS UP, EVERYBODY, IT'S--
--THE SHE-HULK?!?
KRUNG
WHAT?
THE AVENGERS?!?


YOU SKRULLS NEVER LEARN, DO YOU?
SKRULLS? HEY! HOLD THE PHONE!
HOLD THIS, YOU SLIMEY--!
WHUD
WHOUFF!
WHUMP
SERVES YOU RIGHT, POTTY-MOUTH!
HERCULES, WHAT--?
I... DO NOT KNOW! 'TWOULD SEEM TO BE A BARRIER BEFORE US, BUT I SEE NAUGHT!
A FORCE-FIELD, THEN! BUT WHERE'S ITS PROJECTION SOURCE?
THAT'S A STUPID QUESTION--
--BUT I CAN'T EXPECT ANYTHING SMART FROM A BUNCH OF SKRULLS WHO'D TRY TO PASS THEMSELVES OFF AS AVENGERS!
WHAT'S WRONG, SUE?
I DON'T KNOW, REED. FOR AN ORDINARY SKRULL, THE BIG ONE IS EXERTING A LOT OF PRESSURE ON MY FIELD... BUT I CAN HOLD HIM!

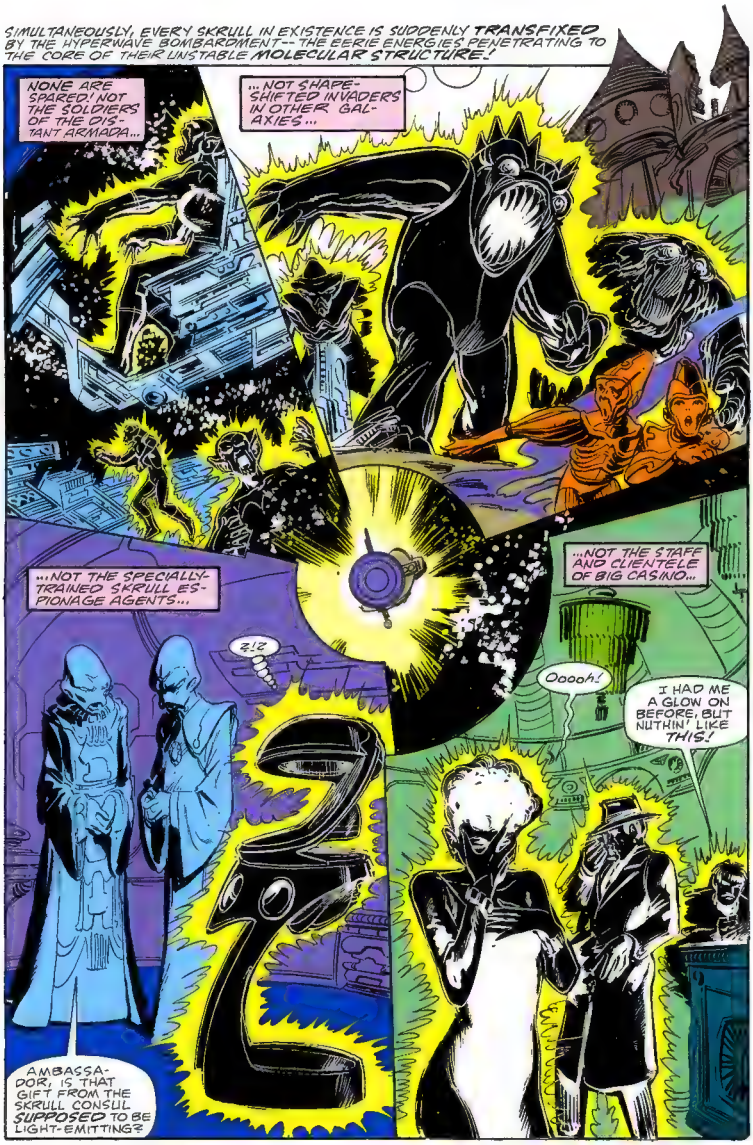

HERCULES, WAIT-- THEY MAY BE THE REAL FANTASTIC FOUR!
BUT HOW CAN WE TELL?
IF YOU'RE REALLY REED RICHARDS, HOW ARE THINGS AT THE BAXTER BUILDING?
THE REAL CAPTAIN AMERICA KNOWS THAT THE BAXTER BUILDING WAS DESTROYED.
RIGHT... BLOWN UP IN ORBIT! YOU'VE BEEN STAYING AT AVENGERS MANSION SINCE THEN.
IT'S REALLY THEM! BOY, DO I FEEL LIKE A JERK!
AND THEN, AS SUSAN STORM RICHARDS DROPS HER AMAZING INVISIBLE FORCE-FIELD...
I'M GLAD WE GOT THAT SETTLED, REED!
SAME HERE, CAP! THE MATTER THAT BROUGHT US HERE IS MUCH TOO URGENT TO BE INTERRUPTED BY FIGHTING OLD FRIENDS! I HAVE SOME IMPORTANT INFORMATION--!
IT COMES TOO LATE, HUMAN!
I, ZABYK, SHALL SOON UNLEASH UPON AN UNSUSPECTING GALAXY THE POWER OF MY HYPERWAVE BOMB!
THE POWER THAT WILL MAKE ME MASTER OF THE UNIVERSE!!

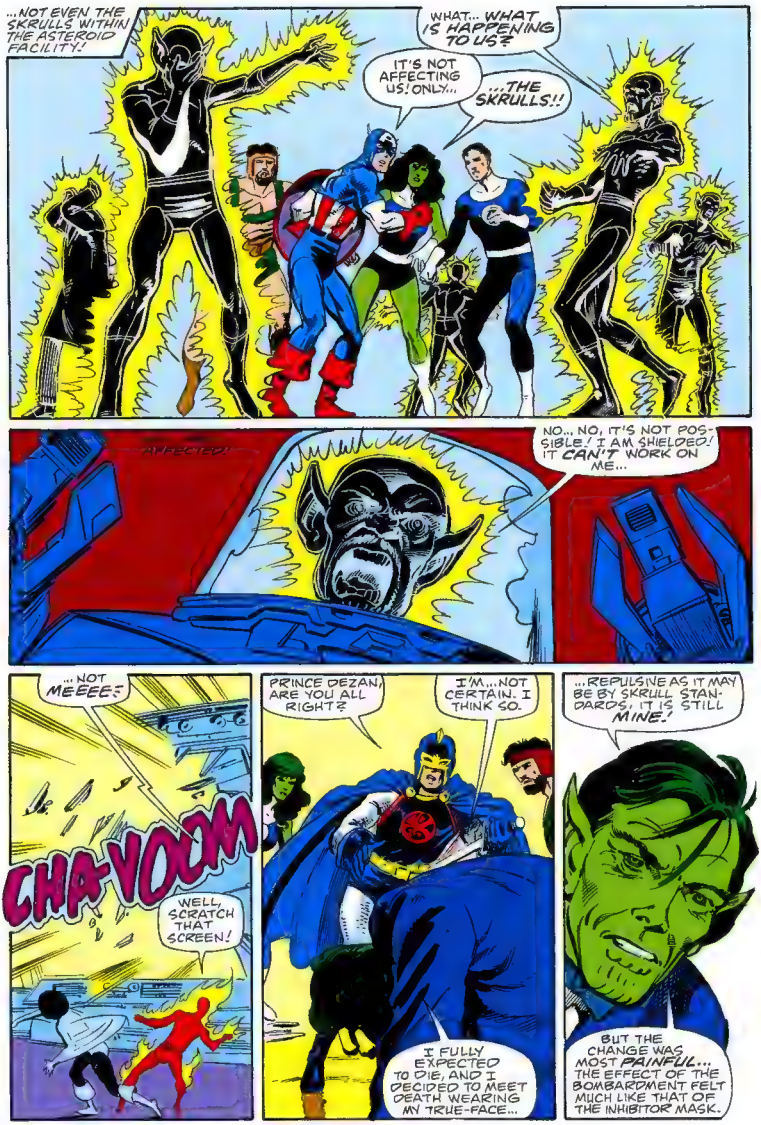

IS THIS HOW YOU HONOR THE IDEALS OF YOUTH, ZABYK? BY TAKING ADVANTAGE OF AN OLD FRIEND'S MADNESS? BY USING THE PRODUCT OF THAT MADNESS TO BRING MORE SUFFERING TO AN ALREADY SHATTERED EMPIRE?
WHO ARE YOU TO DARE SPEAK TO ME?
HAS TIME SO DULLED YOUR MEMORY OF MY VOICE?
BY THE ENDLESS VOID... DEZAN! HIDING YOUR LOATHESOME FEATURES BEHIND THE FACE OF A KRALIAN IS HARDLY AN IMPROVEMENT, MY OLD FRIEND!
YOU ARE NOT MY FRIEND. WHERE IS MYRN?
WHAT DO YOU THINK? WITH HIS SO-CALLED HYPER-WAVE BOMB COMPLETED..
...I COULD NOT RISK HIS REGAINING SANITY AND TURNING ON ME. MYRN HAS BEEN ELIMINATED...
...AS ALL WHO MIGHT OPPOSE ME WILL BE ELIMINATED. THIS PRODUCT OF MYRN'S MAD GENIUS WILL SEE TO THAT!
SOUNDS LIKE I'VE FOUND THE RIGHT PLACE!
THE POWER SEQUENCE IS PEAKING! I AM NOW IN DIRECT CONTROL!
THAT HAS TO BE ZABYK! HE DOESN'T SEE ME ...BUT CAP DOES!
CAPTAIN MARVEL! SHE'S REACHED THE MAIN CONTROL ROOM!
C.M., BURN OUT THAT MACHINE! NOW!!!
BUT AS THE GOLDEN AVENGER ACTS--
NO, CAPTAIN MARVEL--


INSTANTLY, DEEP WITHIN THE HEART OF THE DEVICE...
NEVER SEEN ANYTHING LIKE THIS BEFORE, BUT THERE'S AN EERILY FAMILIAR "FEEL" TO ALL THIS!
OF COURSE! THIS "ULTIMATE WEAPON" IS SOMEHOW TIED DIRECTLY INTO THE STATION'S POWER CORE... AND THE BLACK KNIGHT SAID THAT THE ENERGY HERE MUST BE DRAWN IN FROM ANOTHER DIMENSION!
IT'S LIKE AN INCREDIBLY ADVANCED VERSION OF THE ENERGY DISRUPTOR THAT GAVE ME MY POWERS!*
GOOD LORD, THIS MUST BE THE DIMENSIONAL INTERFACE!
*IN THE LEGENDARY SPIDER-MAN ANNUAL #16.
UNNGH! THE POWER FLOW ...IS BUILDING! IT'S... PULLING... ME...APART!
NO!!!
TOO MUCH POWER... TOO MUCH!! DON'T KNOW WHAT THIS WEAPON'S SUPPOSED TO DO... BUT UNLESS IT RELEASES THIS ENERGY ...WE'RE ALL DOOMED!

THUS, BARELY A MICRO-SECOND AFTER SHE'D ENTERED THE DEVICE...
--DON'T!!
DON'T WORRY, I DIDN'T!
IF ALL THAT SHOUTING WAS SUPPOSED TO DISTRACT ME, EARTHERS, IT WAS A PATHETICALLY FEEBLE PLOY!
I TOLD YOU I COULDN'T BE STOPPED!
AND NOW BEGINS A NEW ERA!

IT BEGINS AS A LOW, BARELY AUDIBLE RUMBLE-- BUILDING AND BUILDING UNTIL EVERY SURFACE-- EVERY BEING-- WITHIN THE POWER STATION PULSES WITH A BONE-TINGLING VIBRATION!
IN SECONDS, THE ENTIRE ASTEROID THROBS TO THE BEAT OF AN ENERGY WAVE-FRONT WHICH RADIATES FROM THE MAMMOTH BROAD-CAST DISH--THROUGH BOTH SPACE AND SUB-SPACE--SWEEPING ACROSS THE GALAXY AND BEYOND!


SIMULTANEOUSLY, EVERY SKRULL IN EXISTENCE IS SUDDENLY TRANSFIXED BY THE HYPERWAVE BOMBARDMENT-- THE EERIE ENERGIES PENETRATING TO THE CORE OF THEIR UNSTABLE MOLECULAR STRUCTURE!
NONE ARE SPARED! NOT THE SOLDIERS OF THE DISTANT ARMADA...
...NOT SHAPE-SHIFTED INVADERS IN OTHER GALAXIES...
...NOT THE STAFF AND CLIENTELE OF BIG CASINO...
...NOT THE SPECIALLY-TRAINED SKRULL ESPIONAGE AGENTS...
Z!Z
Ooooh!
I HAD ME A GLOW ON BEFORE, BUT NUTHIN' LIKE THIS!
AMBASSADOR, IS THAT GIFT FROM THE SKRULL CONSUL SUPPOSED TO BE LIGHT-EMITTING?


...NOT EVEN THE SKRULLS WITHIN THE ASTEROID FACILITY!
WHAT... WHAT IS HAPPENING TO US?
IT'S NOT AFFECTING US! ONLY...
...THE SKRULLS!!
AFFECTED!
NO... NO, IT'S NOT POSSIBLE! I AM SHIELDED! IT CAN'T WORK ON ME...
...NOT MEEEE!
CHA-VOOM
WELL, SCRATCH THAT SCREEN!
PRINCE DEZAN, ARE YOU ALL RIGHT?
I'M...NOT CERTAIN. I THINK SO.
I FULLY EXPECTED TO DIE, AND I DECIDED TO MEET DEATH WEARING MY TRUE-FACE...
...REPULSIVE AS IT MAY BE BY SKRULL STANDARDS, IT IS STILL MINE!
BUT THE CHANGE WAS MOST PAINFUL... THE EFFECT OF THE BOMBARDMENT FELT MUCH LIKE THAT OF THE INHIBITOR MASK.

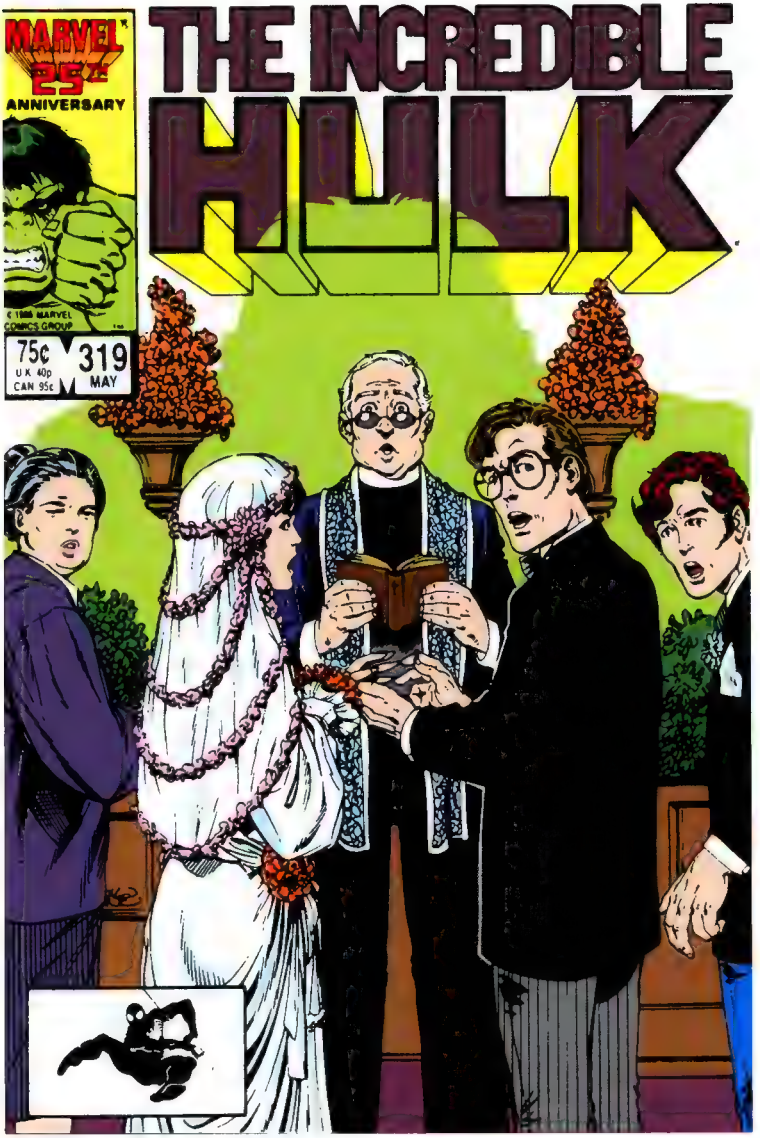
I'M SORRY... I WISH I COULD HAVE DONE SOMETHING. BUT THE ENERGY IN THE POWER CORE HAD ALREADY BUILT TO SUCH A STATE THAT I DIDN'T DARE STOP THE HYPERWAVE GENERATOR!
IF I HAD, THE DIMENSIONAL INTERFACE WOULD HAVE RIPPED APART!
THANK HEAVENS YOU REALIZED THAT, CAPTAIN MARVEL!
SUCH A BREECH WOULD'VE CAUSED OUR ENTIRE UNIVERSE TO COLLAPSE INTO ANOTHER...
...DESTROYING BOTH!
I'M NOT CERTAIN WHAT'S JUST HAPPENED, BUT I DO KNOW WHO'S TO BLAME! C.M., WHERE CAN WE FIND ZABYK?
MINUTES LATER...
REED SAYS THE RADIATION LEVELS ARE DOWN TO NORMAL, HERC! LET'S MAKE A NEW DOOR!
WHY, THIS FLIMSY BARRIER IS LESS THAN A FOOT THICK! 'TWILL TAKE BUT A FRACTION OF MY MIGHT!
help me... help me...
I HAD TO CHANGE SHAPE TO INFUSE WITH THIS ARMOR... NOW I CAN'T GET OUT!!!

YOU KILLED THE ONLY ONE WHO COULD HELP YOU--
--THOUGH I DID NOT REALIZE IT AT THE TIME! I FOUND MYRN* DYING AND LEARNED THE PURPOSE OF HIS "BOMB"...TO STABILIZE THE DEVIANT GENETIC CODE OF ALL SKRULLS...
...EVERYWHERE!
NO-NO-NO-NO... I WAS NOT SUPPOSED TO BE AFFECTED. THE ARMOR WAS SUPPOSED TO PROTECT ME.
*IN FANTASTIC FOUR ANNUAL #19.

SO, POOR MAD MYRN ACCOMPLISHED WHAT WE NEVER COULD--HE HAS PERMANENTLY CHANGED SKRULL SOCIETY! BEFORE, IF THE TRUE-FACES OF OUR BIRTHLINGS WERE UNAPPEALING, WE COULD CHANGE THEM...
...OR BE COERCED INTO CHANGING THEM. OUR FACES, OUR FORMS COULD BE CHANGED AT WILL. NOW, THAT CHOICE IS GONE. ALL SKRULLS ARE TRAPPED FOREVER IN THE FORM THEY WERE IN WHEN THE BOMB WENT OFF. WHAT CHAOS WILL BEFALL US...NOW THAT WE WILL ALL BE SO DIFFERENT?
BEING DIFFERENT IS NOT A WEAKNESS, PRINCE.
MY PEOPLE HAVE AN IDEAL...A BELIEF IN EQUALITY OF THE MIND, OF THE SOUL ...EQUALITY, NOT SAMENESS. OUR NATION HAS EMBRACED ALL DIFFERENT SIZES, SHAPES, AND COLORS OF PEOPLE--
--AND BECAUSE OF THAT, I THINK, WE'VE GROWN EVER STRONGER IN OUR PURSUIT OF LIBERTY... AND OF PEACE!

PEACE AND LIBERTY, EH? THOSE ARE LOFTY GOALS. I WOULD HOPE THAT MY RACE COULD ONE DAY ACHIEVE SUCH GOALS.
PERHAPS, THERE IS YET HOPE.

FINALLY, HOURS LATER...
ZABYK SURELY HAD A FEW SCREWS LOOSE. EVEN IF HE HAD RETAINED HIS SHAPE-CHANGING ABILITIES, HE'D BE THE MOST HATED SKRULL IN THE EMPIRE FOR WHAT HE'D DONE-- NOT THE BEST CANDIDATE FOR EMPEROR!
I'M SURPRISED THAT GENERAL ZEDRAO TOOK ALL OF THIS SO CALMLY, WHEN SYRRO RADIOED HIS INITIAL REPORT.
I'M NOT, DANE--
--THE GENERAL IS PRAGMATIC AND PRETTY MUCH UNFLAPPABLE. STILL, HE'S GOING TO HAVE HIS HANDS FULL WITH THOSE UNDER HIS COMMAND, WHEN IT REALLY SINKS IN WHAT'S HAPPENED TO THEM.
AND AFTER ALL THAT, WE STILL COULDN'T FIND ANY SIGNS OF NEBULA?
AFRAID NOT, CAP. IF THERE HAD BEEN ANY TRACES TO FOLLOW, THEY WERE OBLITERATED BY THE ENERGY WAVE FROM MYRN'S MACHINE.
WELL, THERE'S ONE THING THAT'S STILL BOTHERING ME! PRINCE DEZAN SEEMED LIKE SUCH A REASONABLE SOUL. I CAN'T IMAGINE WHAT HE COULD HAVE DONE THAT WAS SO AWFUL!
I WONDERED ABOUT THAT MYSELF, UNTIL I HAD A PRIVATE TALK WITH HIM.
EVERY SOCIETY HAS ITS REBELS WHO WANT TO CHANGE THE WAY THINGS RUN--BUT AMONG THE SKRULLS, PRINCE DEZAN WAS UNIQUE. YOU SEE, HE WANTED TO REVERSE MILLENNIA OF WARFARE AND SUBJUGATION.
HE WAS THE GREATEST SKRULL OUTCAST OF ALL...
...HE WANTED PEACE.
END


MARVEL
25th
ANNIVERSARY
© 1988 MARVEL COMICS GROUP
75¢
U.K. 40p
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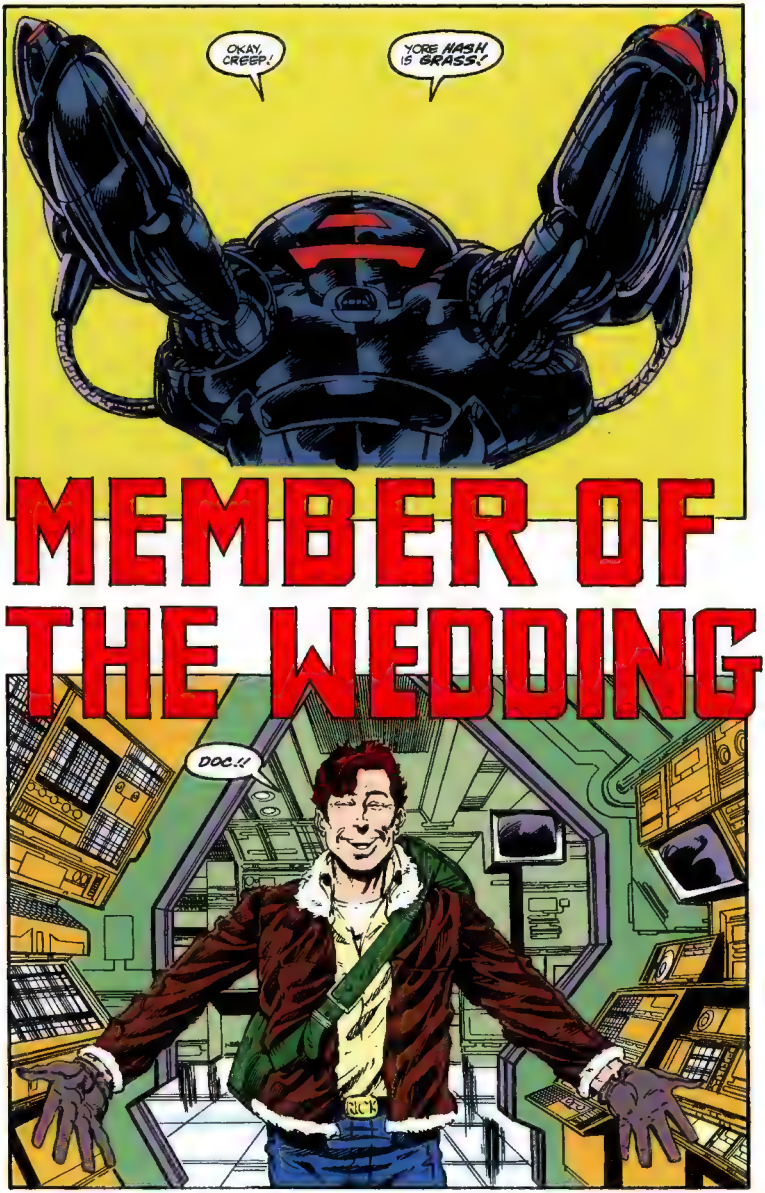
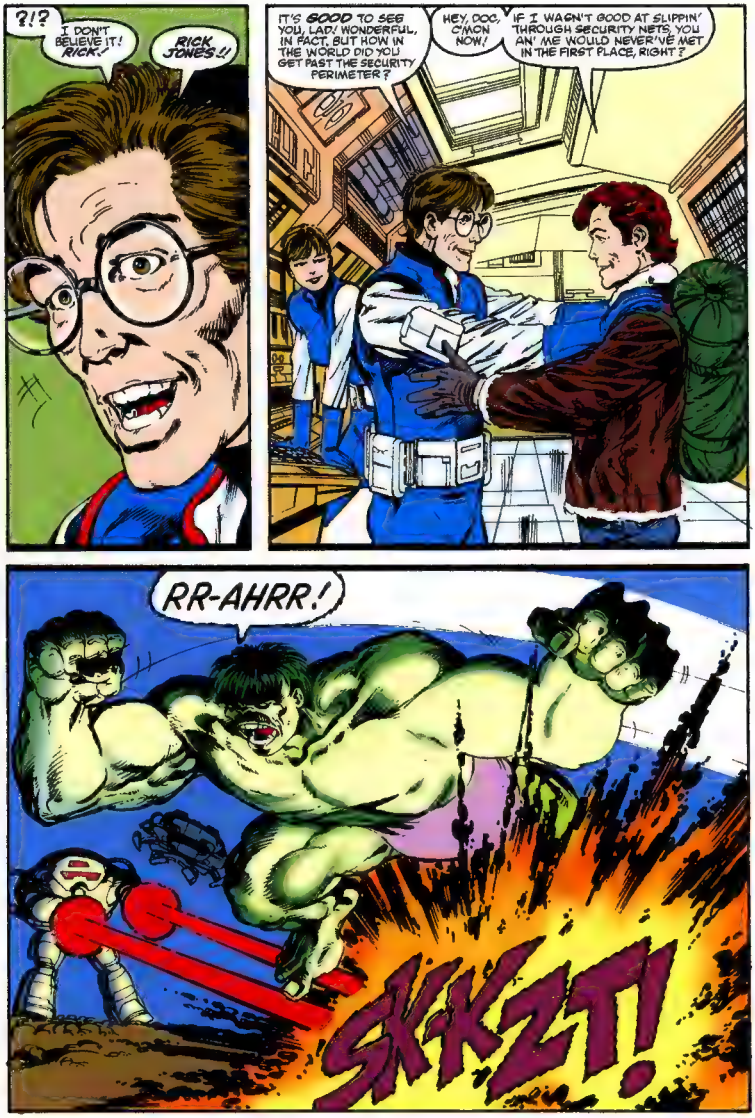
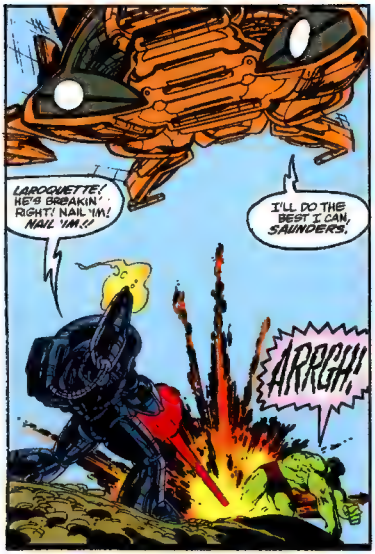
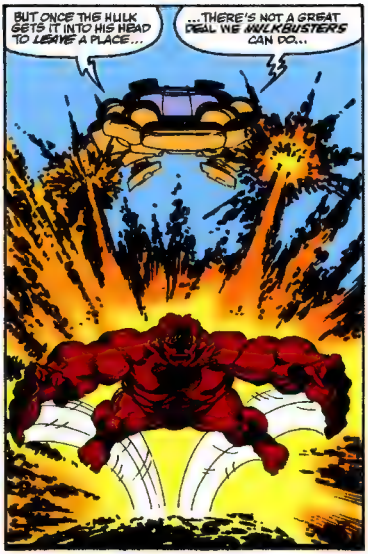
319
MAY
THE INCREDIBLE
HULK


OKAY, CREEP!
YORE HASH IS GRASS!
MEMBER OF THE WEDDING
DOC!!
RICK


?!?
I DON'T BELIEVE IT! RICK!
RICK JONES!!
IT'S GOOD TO SEE YOU, LAD! WONDERFUL, IN FACT, BUT HOW IN THE WORLD DID YOU GET PAST THE SECURITY PERIMETER?
HEY, DOC, C'MON NOW!
IF I WASN'T GOOD AT SLIPPIN' THROUGH SECURITY NETS, YOU AN' ME WOULD NEVER'VE MET IN THE FIRST PLACE, RIGHT?
RR-AHRR!
SKKZT!


LAROQUETTE! HE'S BREAKIN' RIGHT! NAIL 'IM! NAIL 'IM!!
I'LL DO THE BEST I CAN, SAUNDERS.
ARRGH!

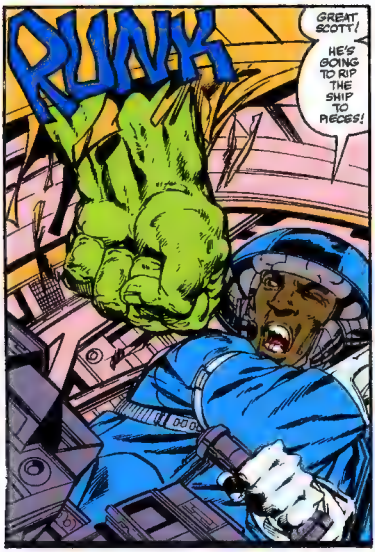

BUT ONCE THE HULK GETS IT INTO HIS HEAD TO LEAVE A PLACE...
...THERE'S NOT A GREAT DEAL WE KNUCKBUSTERS CAN DO...

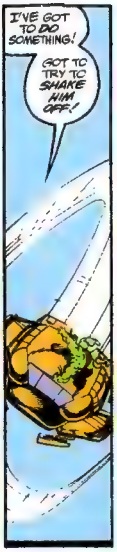
TOO TRUE. OH, BETTY... YOU REMEMBER RICK...?
INDEED I DO. IT'S BEEN A LONG TIME, RICK.
AIN'T THAT THE TRUTH! GOOD T'SEE YOU AGAIN, MISS ROSS.

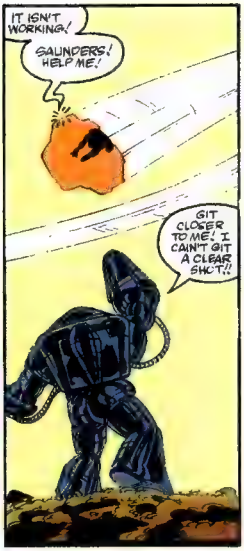
BUT, RICK, WHAT COULD POSSIBLY HAVE BROUGHT YOU BACK HERE AFTER ALL THESE YEARS?
ARE YOU KIDDIN', DOC?
I HEARD YOU TWO ARE FINALLY GONNA TIE THE KNOT. WILD HORSES COULDN'T'VE KEPT ME AWAY!!

THANKS, RICK. THAT MEANS A LOT. IT'S ONLY FITTING WE SHARE SOME OF THE GOOD TIMES. LORD KNOWS WE SHARED ENOUGH OF THE BAD.
HEY, DOC, HOW COULD I STAY AWAY? MOST OF THOSE "BAD TIMES" WOULD NEVER HAVE HAPPENED IF YOU HADN'T RISKED YOUR LIFE T' SAVE MY STUPID HIDE. IF IT WASN'T FOR ME YOU'D NEVER HAVE BECOME THE HULK!

DON'T SAY THAT, RICK! WHAT HAPPENED, HAPPENED! YOU'RE NOT TO BLAME. IF FAULT LIES WITH ANYONE, IT'S ME, FOR BUILDING THE GAMMA BOMB IN THE FIRST PLACE!
MAYBE... BUT IF I HADN'T GOT INVOLVED, YOU'D ONLY BE THE INVENTOR OF A VERY NASTY WEAPON -- NOT A MAN WHO TURNS INTO A MONSTER!
"THAT WOULD NEVER HAVE HAPPENED IF I HADN'T TAKEN A STUPID DARE AND SNUCK PAST THE TEST-SITE SECURITY.
"IF I HADN'T BEEN SITTIN' ALMOST ON TOP OF THAT BOMB, YOU'D NEVER'VE COME RUNNIN' OUT TO SAVE ME.
"AND YOU'D NEVER'VE GOT ZAPPED BY THE GAMMA RAYS WHEN TH' THING WENT OFF."
...EXCEPT, PERHAPS, BLOWING A LARGE HOLE THROUGH HIS NASTY GREEN HIDE!
ROCKY! PULL BACK! HE'S FLEXING HIS LEG MUSCLES!
HE'S GONNA...
H-HRARRHHR!
YE-OW!!

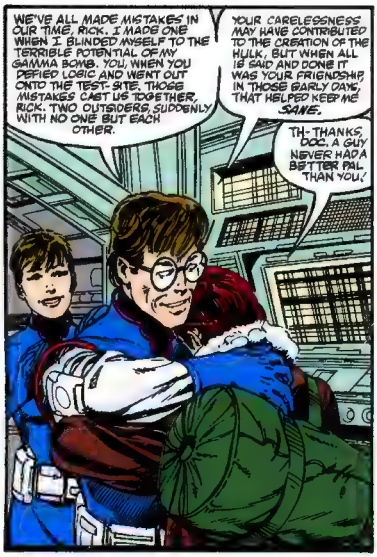

RUNK
GREAT SCOTT!
HE'S GOING TO RIP THE SHIP TO PIECES!


I'VE GOT TO DO SOMETHING!
GOT TO TRY TO SHAKE HIM OFF!


IT ISN'T WORKING!
SAUNDERS! HELP ME!
GIT CLOSER TO ME! I CAIN'T GIT A CLEAR SHOT!

ALL RIGHT, RICK. I WON'T DENY ANY OF THAT. BUT I'M NOT GOING TO LET YOU PUT ON A HAIR-SHIRT, EITHER. YOU HAD NO NOTION OF THE FULL RAMIFICATIONS OF YOUR ACTIONS, AND I'VE NEVER BLAMED YOU FOR WHAT HAPPENED TO ME.
BESIDES, YOU'VE SPENT MOST OF THE YEARS SINCE, MAKING UP FOR IT.

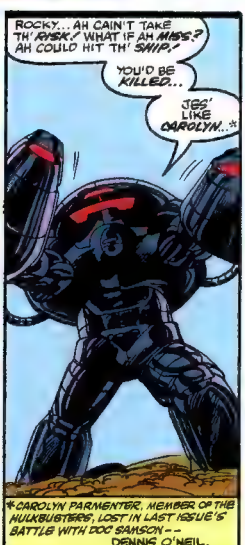
"YOU STOOD BY THE HULK LONGER THAN ANYONE ELSE.
"YOU FOUGHT AT THE SIDE OF CAPTAIN AMERICA...
"...SHARE? A STRANGE DUAL EXISTENCE WITH THE ALIEN CAPTAIN MAR-VELL...
"AND HAVE SPENT THE LAST MONTHS IN SOME FORM OF LOOSE ASSOCIATION WITH THE SPACE KNIGHT, ROM."


WE'VE ALL MADE MISTAKES IN OUR TIME, RICK. I MADE ONE WHEN I BLINDED MYSELF TO THE TERRIBLE POTENTIAL OF MY GAMMA BOMB. YOU, WHEN YOU DEFIED LOGIC AND WENT OUT ONTO THE TEST-SITE. THOSE MISTAKES CAST US TOGETHER, RICK. TWO OUTSIDERS, SUDDENLY WITH NO ONE BUT EACH OTHER.
YOUR CARELESSNESS MAY HAVE CONTRIBUTED TO THE CREATION OF THE HULK, BUT WHEN ALL IS SAID AND DONE IT WAS YOUR FRIENDSHIP, IN THOSE EARLY DAYS, THAT HELPED KEEP ME SANE.
TH-THANKS, DOC. A GUY NEVER HADA BETTER PAL THAN YOU.

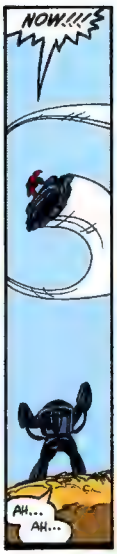
AND, IN ANY CASE, I'M NOT THE HULK ANYMORE. THE HULK IS NOW A COMPLETELY SEPARATE ENTITY, AND IT'S MY TASK TO DESTROY HIM ONCE AND FOR ALL.
BUT FIRST, THERE ARE MORE IMPORTANT THINGS TO BE TAKEN CARE OF! THERE'S A WEDDING TO ATTEND TO!
FAAAN-TASTIC!

I CAN'T MANEUVER ANY CLOSER THAN THIS, GAUNDERS. THE HULK'S WEIGHT AND BULK ARE WRECKING THE AERODYNAMIC EFFICIENCY OF THIS SHIP.
HIT HIM NOW!

OKAY. TRY T' HOLD 'IM STEADY F'R JUST ONE SECOND SO'S AH KIN...
...AH KIN...
I...
...CAIN'T...

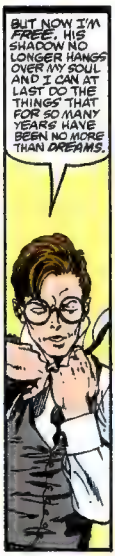

ROCKY... AH CAIN'T TAKE TH' RISK. WHAT IF AH MISS? AH COULD HIT TH' SHIP.
YOU'D BE KILLED...
JES' LIKE CAROLYN...*
*CAROLYN PARMENTER, MEMBER OF THE HULKBUSTERS, LOST IN LAST ISSUE'S BATTLE WITH DOC SAMSON -- DENNIS O'NEIL.

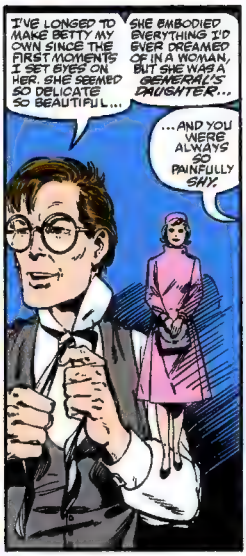
CAROLYN...?
YOU CAN'T BLAME YOURSELF FOR THAT, MAN!
IT WAS SAMSON! NOW, DO SOMETHING!!


NOW!!!
AH... AH...

WELL, IF YOU'RE JUST GOING TO STAND THERE LIKE AN ARMOR-PLATED LUMP, SAUNDERS...
I GUESS YOU WON'T MIND IF I DO SOMETHING.
SAMSON!!

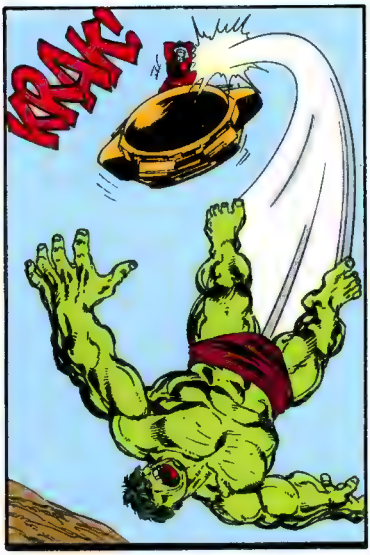
BOY DOG, I REALLY NEVER THOUGHT I'D LIVE TO SEE THIS DAY. IT'S BEEN A LOOOONG TIME COMIN'!
SOMETIMES IT SEEMS LIKE CENTURIES, RICK. THE HULK HASN'T REALLY BEEN AROUND A TERRIBLY LONG TIME, BUT HE'S DONE ENOUGH DAMAGE--PHYSICAL AND EMOTIONAL--FOR A HUNDRED LIFE-TIMES.


BUT NOW I'M FREE. HIS SHADOW NO LONGER HANGS OVER MY SOUL AND I CAN AT LAST DO THE THINGS THAT FOR SO MANY YEARS HAVE BEEN NO MORE THAN DREAMS.


I'VE LONGED TO MAKE BETTY MY OWN SINCE THE FIRST MOMENTS I SET EYES ON HER. SHE SEEMED SO DELICATE SO BEAUTIFU....
SHE EMBODIED EVERYTHING I'D EVER DREAMED OF IN A WOMAN, BUT SHE WAS A GENERAL'S DAUGHTER...
...AND YOU WERE ALWAYS SO PAINFULLY SHY.

YEOW! MISS ROSS YOU SHOULDN'T BE HERE! IT'S BAD LUCK FOR THE GROOM TO SEE THE BRIDE BEFORE THE WEDDING!
OH, PLEASE, RICK! DIDN'T WE ALL OUTGROW SUPERSTITIONS LIKE THAT A LONG, LONG TIME AGO? BESIDES, BRUCE AND I HAVE USED UP OUR BAD LUCK QUOTA WELL INTO THE NEXT CENTURY!
BETTY... YOU LOOK LOVELY! THAT DRESS...
IT IS BEAUTIFUL, ISN'T IT? IT'S MY GRAND-MOTHER'S WEDDING GOWN. I DIDN'T EVEN KNOW MY FATHER STILL HAD IT UNTIL THE AIR FORCE ASKED ME TO CLEAR OUT HIS BELONGINGS AFTER HE...
...AFTER HE...
BETTY... DARLING, DON'T...
I PROMISED MYSELF I WOULDN'T THINK ABOUT HIM TODAY. HE STOOD BETWEEN ME AND HAPPINESS SO MANY TIMES, I SWORE I WOULDN'T LET HIS GHOST STEAL AWAY MY JOY TODAY...
HIS... GHOST...
THAT'S DOC SAMSON TO YOU, FRIEND.
AND IN CASE YOU'VE FORGOTTEN, I'VE STAKED A CLAIM ON THE HULK'S HIDE!
POW
UNGH!

KRAM!

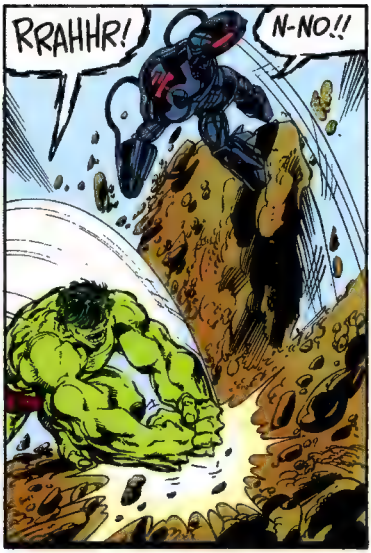

KRAK

YOU MEAN OL' T-BOLT FINALLY... ER, I MEAN... I DIDN'T KNOW GENERAL ROSS WAS DEAD.
WE DON'T ACTUALLY KNOW THAT HE IS, RICK. NOT FOR CERTAIN.
BUT, SOME MONTHS AGO HE GOT INVOLVED WITH THE HULK'S OLD FOE, MODOK, AND THAT INVOLVEMENT WAS NOTHING LESS THAN TREASONOUS!

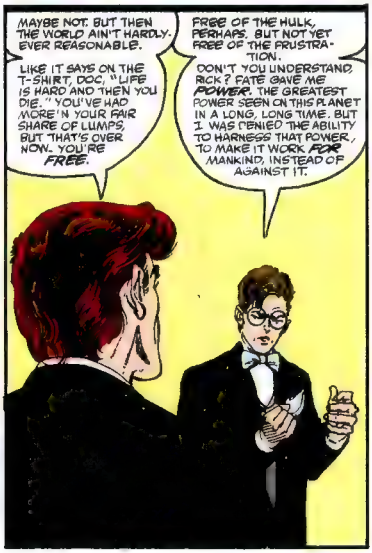
SHORTLY AFTER THAT AWFUL AFFAIR, THE AIR FORCE MANAGED TO TRACK ME DOWN. I WAS IN SEATTLE. MY FATHER HAD COMPLETELY VANISHED, LEAVING ONLY SOME VAGUE CLUES THAT SUGGESTED HE WAS GOING TO COMMIT SUICIDE...
GEEZ...!
POOR OL' GEEZER! HE WAS ALWAYS A ROYAL PAIN IN TH' BUTT, BUT I'D NEVER'VE EXPECTED HIM T'GO RIGHT OFF TH' DEEP END LIKE THAT!
MODOK!!

BETTY-- EXCUSE ME FOR INTERRUPTING, BUT REVEREND MORRIS WOULD LIKE A FEW WORDS WITH YOU BEFORE THE CEREMONY.
OH, YES. THANK YOU, HIDEKO.
ENOUGH SAD MEMORIES, BRUCE DARLING. I'LL SEE YOU IN A FEW MINUTES.
WELL, DOC, TH' CLOCK IS RUNNIN' FOR SURE NOW! THIS IS YOUR LAST CHANCE T' SNEAK OUT THE BACK DOOR!
IT'S NOT A JOKING MATTER, RICK. IN THE WEEKS SINCE I PROPOSED TO BETTY I'VE GONE BACK AND FORTH A HUNDRED TIMES ON WHETHER OR NOT THIS IS REALLY THE RIGHT THING TO DO.
HEY, DOC. WHAT COULD BE MORE RIGHT? YOU TWO LOVE EACH OTHER. YOU ALWAYS HAVE.
TRUE. BUT IS LOVE ENOUGH? WITH ALL THE OTHER FACTORS IS THE ADDITION OF LOVE ENOUGH TO MAKE THE EQUATION POSITIVE?
WHERE IS THE GUARANTEE WE'RE NOT ABOUT TO MAKE A HORRIBLE MISTAKE?
SHOOM!
HE'S DOWN!
THIS MAY BE MAH ONLY CHANCE T' PUT HIM AWAY PERMANENT!

AHHRRH!
AH GOT 'IM OFF-BALANCE! IF ONLY AH KIN...


RRAHHR!
N-NO!!

"EQUATION?" GEEZ, DOC, YOU SOUND LIKE REED RICHARDS!
NO? AFTER ALL BETTY AND I HAVE BEEN THROUGH IN THE PAST FEW YEARS I'D HARDLY SAY THAT WAS AN UNREASONABLE DEMAND.
LOOK... I AIN'T EXACTLY TH' MOST EXPERIENCED GUY YOU'RE GONNA MEET. BUT IT SEEMS TO ME LIKE LOVE AIN'T EXACTLY SOMETHING YOU CAN ASK FOR GUARANTEES ABOUT.


MAYBE NOT. BUT THEN THE WORLD AIN'T HARDLY-EVER REASONABLE.
LIKE IT SAYS ON THE T-SHIRT, DOC, "LIFE IS HARD AND THEN YOU DIE." YOU'VE HAD MORE'N YOUR FAIR SHARE OF LUMPS, BUT THAT'S OVER NOW. YOU'RE FREE.
FREE OF THE HULK, PERHAPS. BUT NOT YET FREE OF THE FRUSTRATION.
DON'T YOU UNDERSTAND, RICK? FATE GAVE ME POWER. THE GREATEST POWER SEEN ON THIS PLANET IN A LONG, LONG TIME. BUT I WAS DENIED THE ABILITY TO HARNESS THAT POWER, TO MAKE IT WORK FOR MANKIND, INSTEAD OF AGAINST IT.

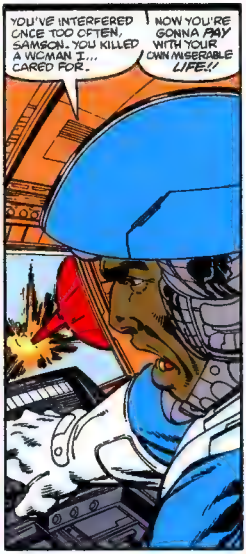
AS A SCIENTIST, I WAS ALWAYS FASCINATED--EVEN *DURING* MY ORDEAL--BY THE MECHANISM OF MY TRANSFORMATION INTO THE HULK.
WHENEVER I HAD THE OPPORTUNITY, I STUDIED HIM, TRYING TO LEARN WHAT WAS HAPPENING, *EXACTLY* WHAT WAS HAPPENING, WITHIN MY ATOMIC STRUCTURE.

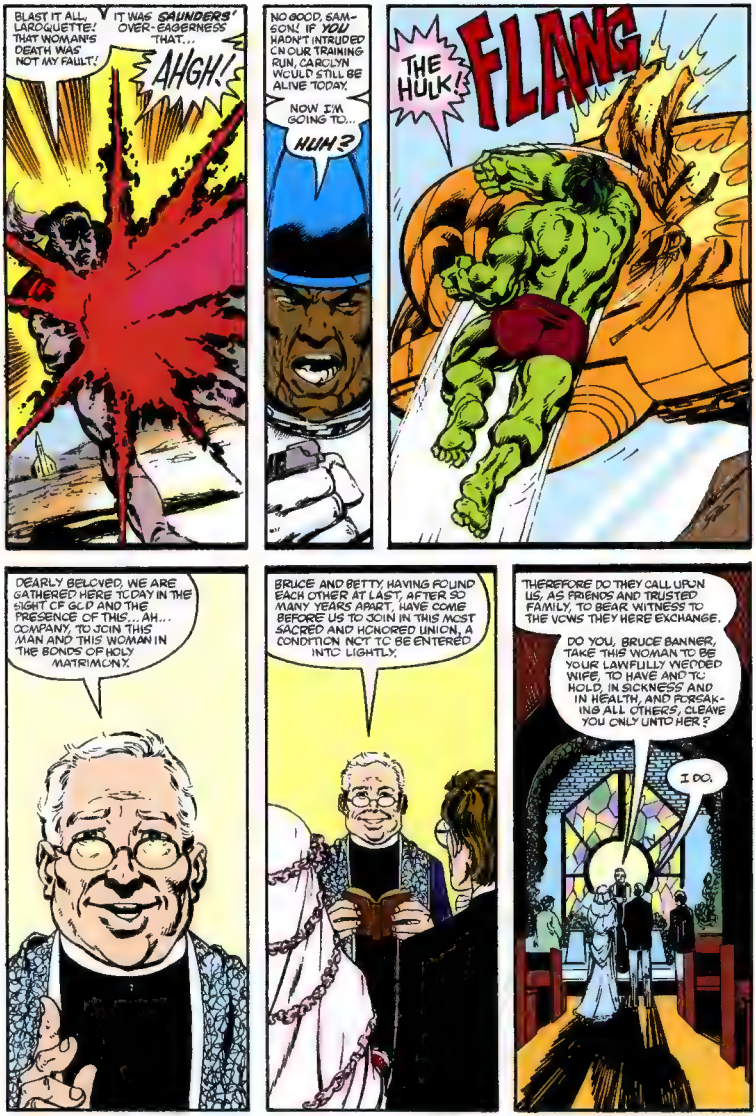
I'M ALMOST CONVINCED NOW THAT THERE MIGHT HAVE BEEN A WAY, RIGHT FROM THE START, FOR ME TO BE *BOTH* BRUCE BANNER *AND* THE HULK, AND BE COMPLETELY IN CONTROL OF BOTH FORMS.
ER... DOC, I'M NOT SURE I LIKE THE SOUND OF THAT.

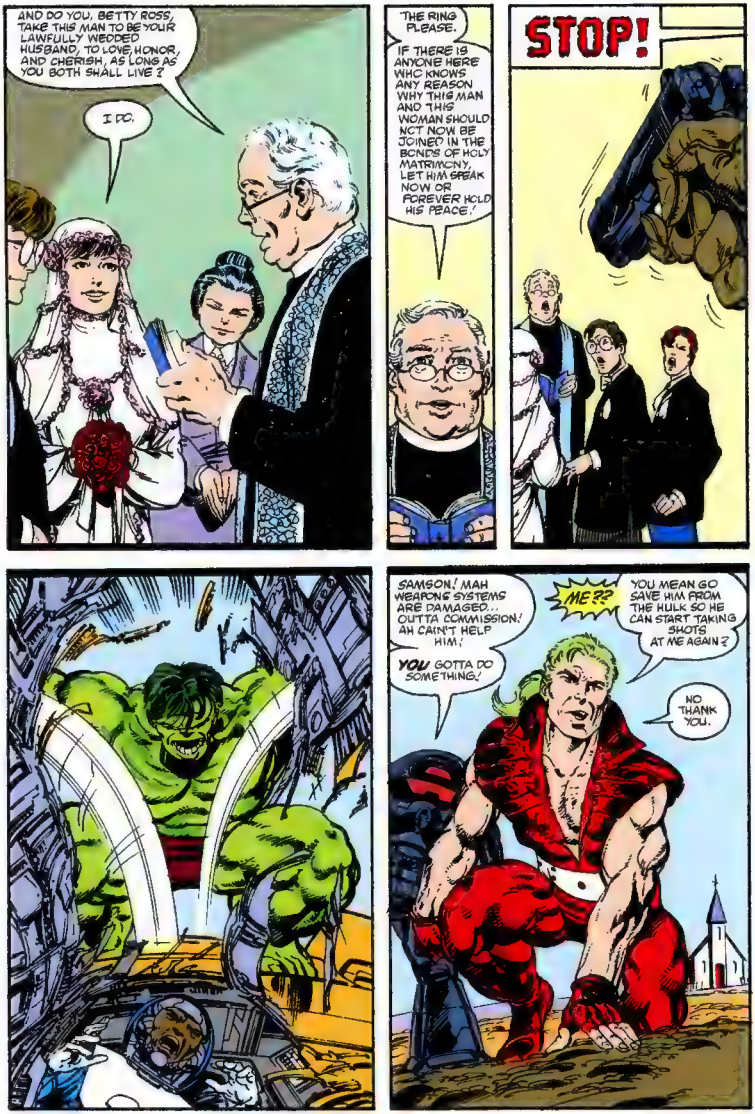
HM...? OH, DON'T *DISTRESS* YOURSELF, RICK. I'M *FREE* OF THE HULK. I INTEND TO *STAY* THAT WAY.
SO, COME ALONG, LAD. IT'S TIME I *STOPPED* BEING ANALYTICAL, AND JUST ALLOWED MYSELF TO BE *HAPPY!*

SAUNDERS! YOU FOOL! YOU'RE NOT ALLOWING FOR THE HULK'S NATIVE *CUNNING!*
EVEN *MINDLESS* HE'S MORE THAN A MATCH FOR YOU!

BUT *YOU'RE* NOT!!
UNGH!

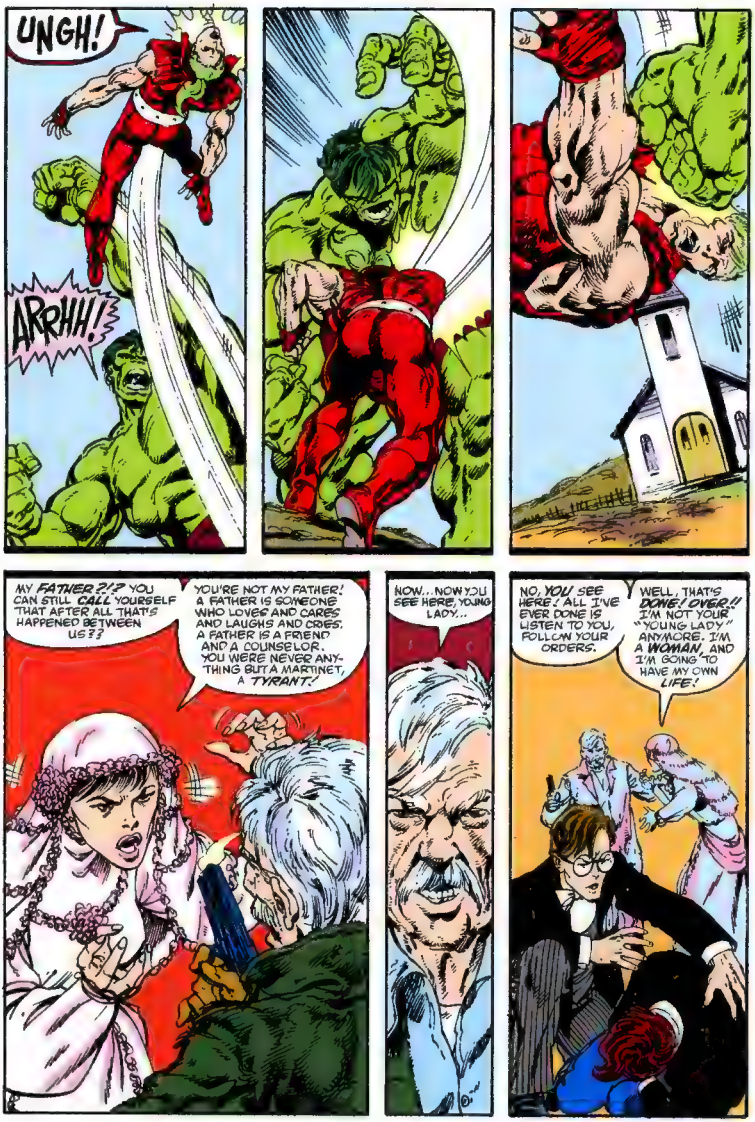

YOU'VE INTERFERED ONCE TOO OFTEN, SAMSON. YOU KILLED A WOMAN I... CARED FOR.
NOW YOU'RE GONNA *PAY* WITH YOUR OWN MISERABLE *LIFE!!*


BLAST IT ALL, LAROQUETTE! THAT WOMAN'S DEATH WAS NOT MY FAULT!
IT WAS SAUNDERS' OVER-EAGERNESS THAT...
AHGH!
NO GOOD, SAMSON! IF YOU HADN'T INTRUDED ON OUR TRAINING RUN, CAROLYN WOULD STILL BE ALIVE TODAY.
NOW I'M GOING TO...
HUH?
THE HULK!
FLANG
DEARLY BELOVED, WE ARE GATHERED HERE TODAY IN THE SIGHT OF GOD AND THE PRESENCE OF THIS... AH... COMPANY, TO JOIN THIS MAN AND THIS WOMAN IN THE BONDS OF HOLY MATRIMONY.
BRUCE AND BETTY, HAVING FOUND EACH OTHER AT LAST, AFTER SO MANY YEARS APART, HAVE COME BEFORE US TO JOIN IN THIS MOST SACRED AND HONORED UNION, A CONDITION NOT TO BE ENTERED INTO LIGHTLY.
THEREFORE DO THEY CALL UPON US, AS FRIENDS AND TRUSTED FAMILY, TO BEAR WITNESS TO THE VOWS THEY HERE EXCHANGE.
DO YOU, BRUCE BANNER, TAKE THIS WOMAN TO BE YOUR LAWFULLY WEDDED WIFE, TO HAVE AND TO HOLD, IN SICKNESS AND IN HEALTH, AND FORSAKING ALL OTHERS, CLEAVE YOU ONLY UNTO HER?
I DO.

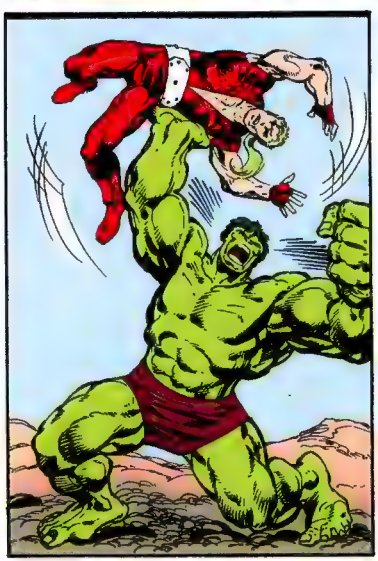

AND DO YOU, BETTY ROSS, TAKE THIS MAN TO BE YOUR LAWFULLY WEDDED HUSBAND, TO LOVE, HONOR, AND CHERISH, AS LONG AS YOU BOTH SHALL LIVE?
I DO.
THE RING PLEASE.
IF THERE IS ANYONE HERE WHO KNOWS ANY REASON WHY THIS MAN AND THIS WOMAN SHOULD NOT NOW BE JOINED IN THE BONDS OF HOLY MATRIMONY, LET HIM SPEAK NOW OR FOREVER HOLD HIS PEACE.
STOP!
SAMSON! MAH WEAPONG SYSTEMS ARE DAMAGED... OUTTA COMMISSION! AH CAIN'T HELP HIM!
YOU GOTTA DO SOMETHING!
ME??
YOU MEAN GO SAVE HIM FROM THE HULK SO HE CAN START TAKING SHOTS AT ME AGAIN?
NO THANK YOU.

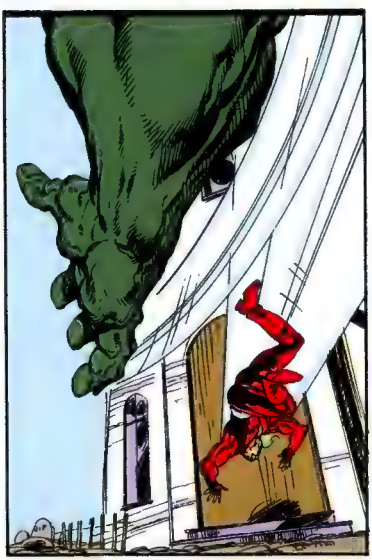
BUT... BUT YUH GOTTA! HELP 'IM, SAMSON! YORE TH' ONLY ONE WHO CAN!
I'VE "GOTTA?" I DON'T THINK SO, SAUNDERS. LAROQUETTE HAS MADE HIS BED. I'M QUITE PREPARED TO LET HIM LIE IN IT.
SAMSON, DON'T TALK THATAWAY! YORE S'POSED T'BE SOME KINDA SUPER-HERO, Y'AIN'T JEST GOIN' AFTER TH' HULK F'R TH' FUN OF IT.
Y'GOT RESPONSIBILITIES.' YORE TH' ONE YA LET THE HULK LOOSE. Y'ALL SAID 'IS GONNA BE TH' ONE T' STOP THE MONSTER.
JEST 'CAUSE Y'ALL DON'T GIT ALONG WITH LAROQUETTE AIN'T NO REASON T' LET TH' HULK ADD ANOTHER LIFE T' HIS TALLY.
BLAST YOU, SAUNDERS. YOU MAKE IT VERY HARD TO BE UNREASONABLE!
LESS'N YORE REALLY WHAT ROCKY SAYS Y'ARE...
DON'T ANYONE EVEN SO MUCH AS BREATHE!
EXCEPT YOU, BANNER! YOU MOVE. MOVE AWAY FROM MY DAUGHTER.
GENERAL ROSS, I...
DON'T CALL ME "GENERAL" CHAPLAIN.
I'M NOT WORTHY OF THAT TITLE ANYMORE. I DISGRACED MY RANK, MY UNIFORM.
I WON'T LET MY ONLY CHILD MAKE THIS HORRIBLE MISTAKE.
NOW STEP AWAY, BANNER.'
NO YA DON'T, 'THUNDERBOLT.'

NO!
PUNK KID! YOU ALWAYS WERE MORE TROUBLE THAN YOU'RE WORTH!
BAM
NO
RICK!
YOU... YOU STUPID MISERABLE, INTERFERING OLD FOOL!!!
BETTY! HOW DARE YOU SPEAK TO ME LIKE THAT!
I AM YOUR FATHER!!
VERY WELL. ONCE MORE UNTO THE BREACH...
RR-AAHRGH!


UNGH!
ARRHH!
MY FATHER?!? YOU CAN STILL CALL YOURSELF THAT AFTER ALL THAT'S HAPPENED BETWEEN US?!?
YOU'RE NOT MY FATHER! A FATHER IS SOMEONE WHO LOVES AND CARES AND LAUGHS AND CRIES. A FATHER IS A FRIEND AND A COUNSELOR. YOU WERE NEVER ANYTHING BUT A MARTINET, A TYRANT!
NOW... NOW YOU SEE HERE, YOUNG LADY...
NO, YOU SEE HERE! ALL I'VE EVER DONE IS LISTEN TO YOU, FOLLOW YOUR ORDERS.
WELL, THAT'S DONE! OVER!! I'M NOT YOUR "YOUNG LADY" ANYMORE. I'M A WOMAN, AND I'M GOING TO HAVE MY OWN LIFE!

BETTY...
I'M NOT FINISHED!
YOU'VE LOOMED OVER ME ALL MY LIFE, DOMINATED ME, TOLD ME HOW TO THINK, HOW TO FEEL. YOU NEVER LET ME HAVE A MOMENT I COULD CALL MY OWN.
AND THEN I MET BRUCE. HE SHOWED ME MEN WEREN'T ALL LIKE YOU. HE SHOWED ME MEN COULD HAVE A TENDER SIDE, A SWEET, SHY, LOVING SIDE.
BUT YOU MOCKED HIM FOR THAT. YOU CALLED HIM A MILK-SOP. YOU RAGED AT MY GROWING LOVE FOR HIM.
YOU DID EVERYTHING IN YOUR POWER TO STAND IN OUR WAY, TO KILL OUR LOVE. AND NOW YOU'RE DOING IT AGAIN.
WELL, THERE'S ONLY ONE WAY YOU'LL SUCCEED THIS TIME. YOU'LL HAVE TO KILL ME!





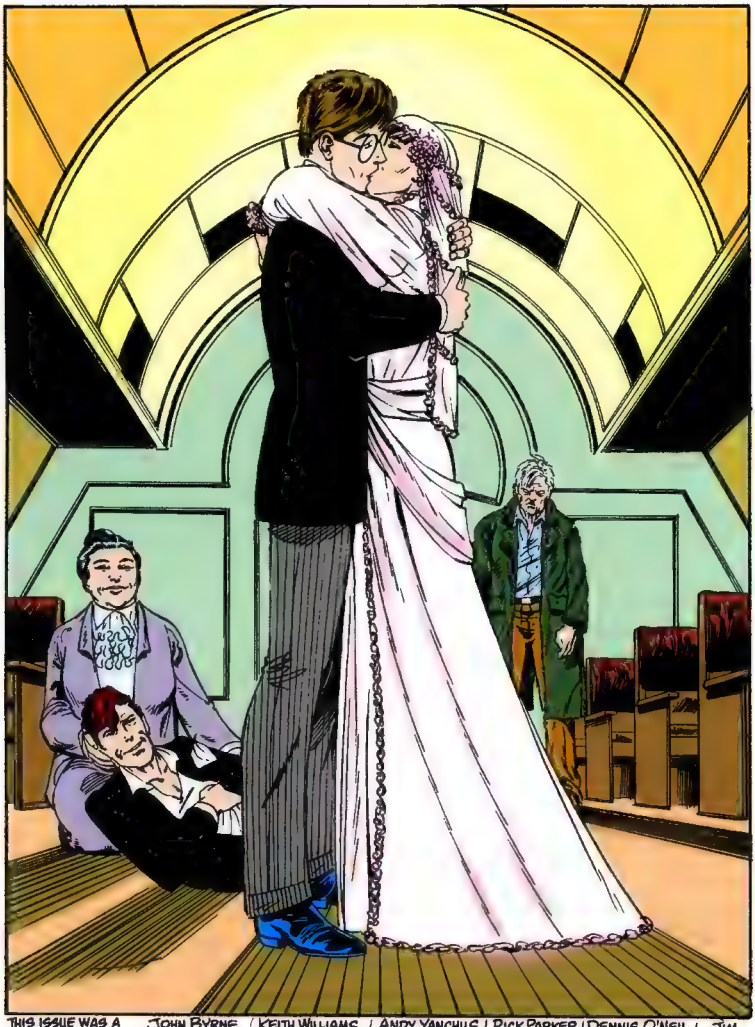
WELL? MISTER WAR HERO! MISTER TAKE COMMAND! WHAT ARE YOU GOING TO DO?
WHAT ARE YOU GOING TO DO?!?!
BETTY...
...PLEASE...
...I NEVER KNEW. I NEVER UNDERSTOOD...

OF COURSE NOT. YOU NEVER WANTED TO.
I ONLY... ...WANTED TO... ...MAKE YOU... ...HAPPY...

BETTY! DARLING, THAT WAS MAGNIFICENT!
WAS IT?
A TIRED FOOLISH OLD MAN. AND I CRUSHED HIM, AS HE TRIED SO MANY TIMES TO CRUSH ME.
QUITE A TRIUMPH!!

BUT...RICK! IS HE... IS HE..?
HE'S IN PRETTY BAD SHAPE. NOBODY CAN TAKE A .45 SLUG AT THAT RANGE AND LAUGH IT OFF.
I'VE DONE WHAT I CAN FOR HIM, BUT HE NEEDS A REAL DOCTOR. WE'VE GOT TO GET HIM TO A HOSPITAL RIGHT AWAY!
N-NO!
DON'T STOP THE CEREMONY ON ACCOUNT'A ME.
I CAN HOLD ON A FEW MORE MINUTES WITHOUT A DOC.
RICK, DON'T BE FOOLISH! YOU'LL BLEED TO DEATH!
DON'T ARGUE, BETTY.
TOO MANY THINGS HAVE SCREWED YOU GUYS UP BEFORE. I AIN'T GONNA ADD TO 'EM.
C'MON, PADRE! GET THESE 2-KOFF-2 CRAZY KIDS HITCHED!
ER... WELL...
HRRRRRRR-RRRR...?
HE...HE'S GONE! HE JEST TOOK OFF LIKE HE LOST INTEREST AS SOON AS SAMSON WAS OFF OF HIM!
OF COURSE!
MINDLESS, AS HE IS NOW, THE HULK HAS NO CONCENTRATION SPAN! AS SOON AS SOMETHING'S OUT OF HIS SIGHT, HE FORGETS IT! LITERALLY!
BUT... SAMSON...??

THERE'S NO SIGN OF LIFE IN HERE! MY GOD, IF HE'S BEEN KILLED... AFTER HE RISKED HIS LIFE TO SAVE ME...
SAMSON! SAMSON, WHERE ARE...
UNGH!
DON'T COME PLAYING ALL THIS CONCERN OVER ME, LAROQUETTE. I SAVED YOUR HIDE BECAUSE I HAD TO, NOT BECAUSE I WANTED TO.
NOW I'M GOING TO SAY THIS ONE MORE TIME:
THE HULK IS MINE! YOU TELL BRUCE BANNER TO KEEP HIS HIRED GUNS OUT OF MY WAY.
IF HE DOESN'T, I'LL MAKE HIS LIFE AS THE HULK SEEM LIKE A PICNIC BY COMPARISON!!
YES, REVEREND. RICK'S RIGHT. THERE'RE ONLY A FEW WORDS LEFT TO BE SAID.
LET'S GET 'EM SAID.
...ER, YES. VERY WELL.
...THEN BY THE GIVING AND RECEIVING OF RINGS, LET THIS ACT OF UNION BE SANCTIFIED.
AND BY THE POWER VESTED IN ME BY ALMIGHTY GOD AND THE STATE OF NEW MEXICO...
...I NOW PRONOUNCE YOU MAN AND WIFE.
YOU MAY KISS THE BRIDE.



THIS ISSUE WAS A Stan Lee PRESENTATION.

JOHN BYRNE WRITER/ARTIST | KEITH WILLIAMS BACKGROUND INKS | ANDY YANCHUS COLORING | RICK PARKER LETTERING | DENNIS O'NEIL EDITOR & JIM SHOOTER EDITOR IN CHIEF

NEXT ISSUE: THINK THINGS ARE MOVIN' FAST *NOW*?!?! TUNE IN NEXT ISH FOR "*HONEYMOON'S OVER!!!*"

MARVEL
FABULOUS 1ST ISSUE!
$1.50 US
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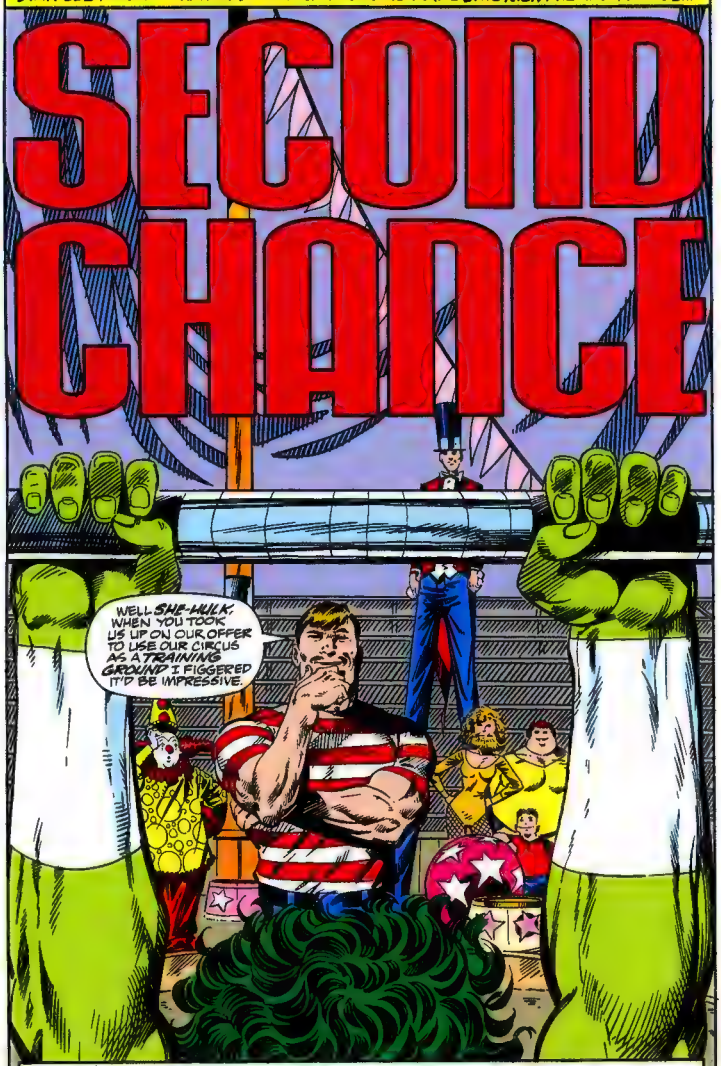
1
MAY
01319
APPROVED BY THE COMICS CODE
THE SENSATIONAL
SHE-HULK
OKAY, NOW. THIS IS YOUR SECOND CHANCE.
IF YOU DON'T BUY MY BOOK THIS TIME
I'M GONNA COME TO YOUR HOUSE AND RIP UP ALL YOUR X-MEN

STAN LEE PRESENTS 22 PAGES OF PULSE-POUNDING PANDEMONIUM WE HAD TO CALL...

SECOND CHANCE



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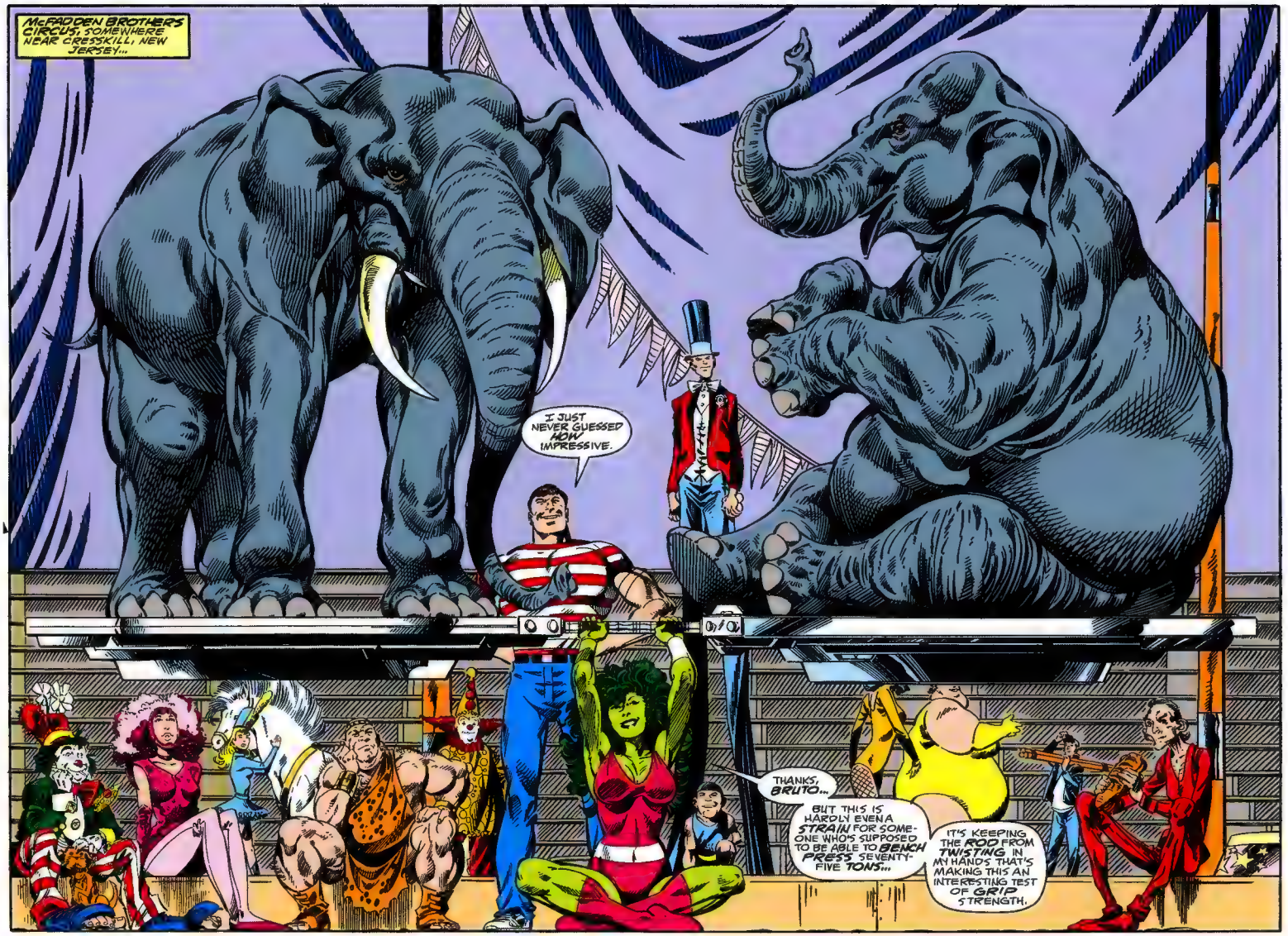
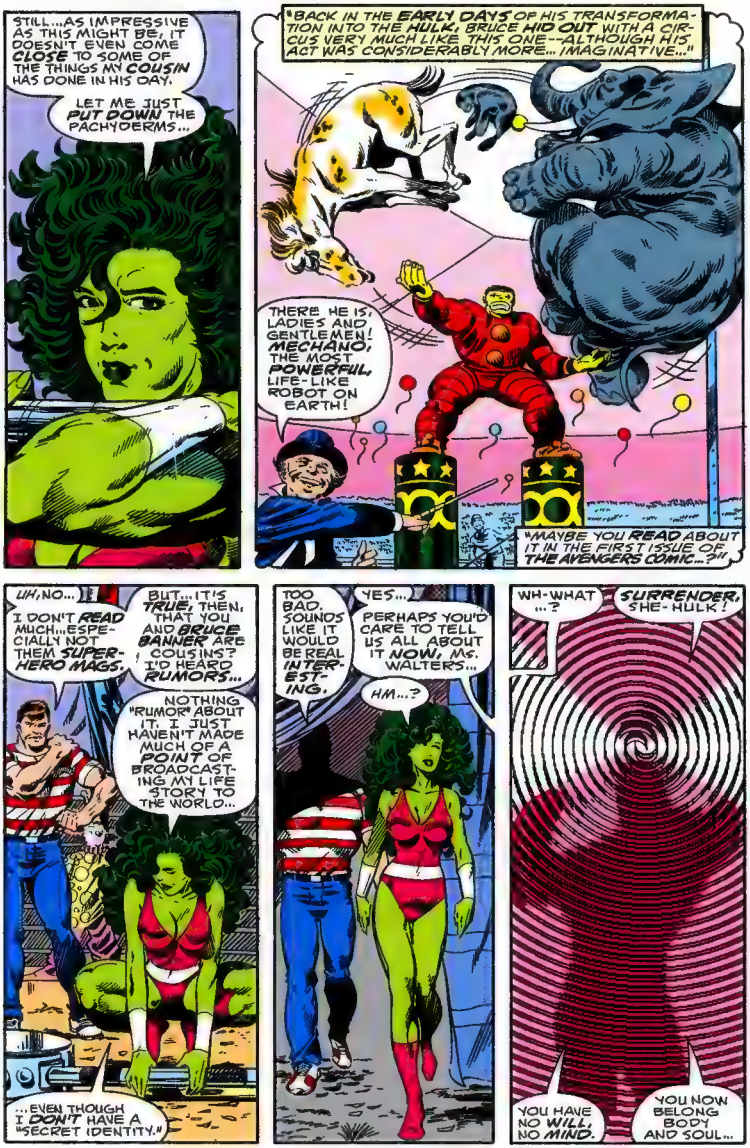
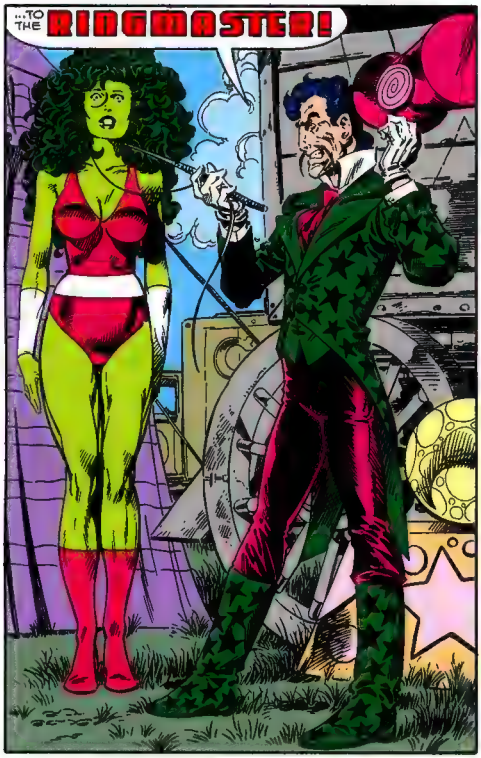
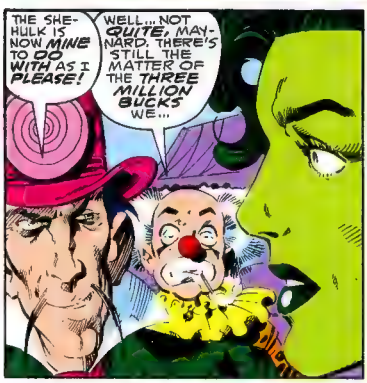

McFADDEN BROTHERS CIRCUS, SOMEWHERE NEAR CRESSKILL, NEW JERSEY...
I JUST NEVER GUESSED HOW IMPRESSIVE.
THANKS, BRUTO...
BUT THIS IS HARDLY EVEN A STRAIN FOR SOMEONE WHO'S SUPPOSED TO BE ABLE TO BENCH PRESS SEVENTY-FIVE TONS...
IT'S KEEPING THE ROD FROM TWISTING IN MY HANDS THAT'S MAKING THIS AN INTERESTING TEST OF GRIP STRENGTH.

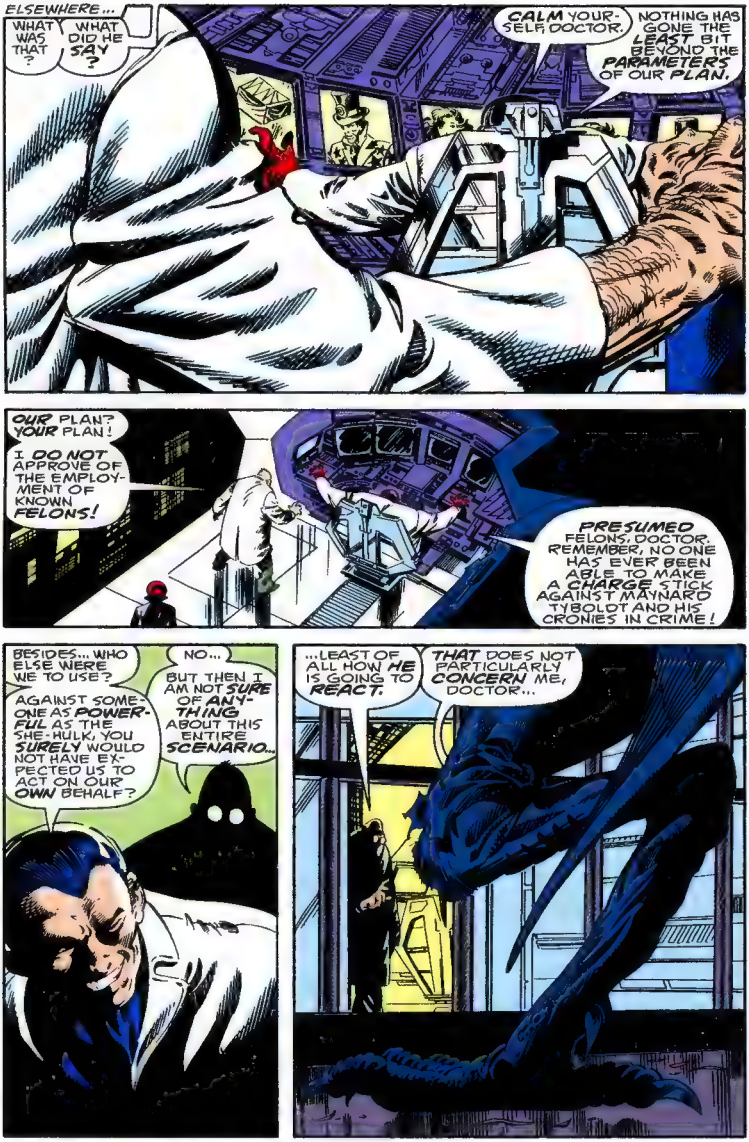

STILL...AS IMPRESSIVE AS THIS MIGHT BE, IT DOESN'T EVEN COME CLOSE TO SOME OF THE THINGS MY COUSIN HAS DONE IN HIS DAY.
LET ME JUST PUT DOWN THE PACHYDERMS...
"BACK IN THE EARLY DAYS OF HIS TRANSFORMATION INTO THE HULK, BRUCE HID OUT WITH A CIRCUS VERY MUCH LIKE THIS ONE--ALTHOUGH HIS ACT WAS CONSIDERABLY MORE... IMAGINATIVE..."
THERE HE IS, LADIES AND GENTLEMEN! MECHANO, THE MOST POWERFUL, LIFE-LIKE ROBOT ON EARTH!
"MAYBE YOU READ ABOUT IT IN THE FIRST ISSUE OF THE AVENGERS COMIC...?"
UH, NO...
I DON'T READ MUCH...ESPECIALLY NOT THEM SUPER-HERO MAGS.
BUT...IT'S TRUE, THEN, THAT YOU AND BRUCE BANNER ARE COUSINS? I'D HEARD RUMORS...
NOTHING "RUMOR" ABOUT IT. I JUST HAVEN'T MADE MUCH OF A POINT OF BROADCASTING MY LIFE STORY TO THE WORLD...
...EVEN THOUGH I DON'T HAVE A "SECRET IDENTITY."
TOO BAD. SOUNDS LIKE IT WOULD BE REAL INTERESTING.
YES...
PERHAPS YOU'D CARE TO TELL US ALL ABOUT IT NOW, Ms. WALTERS...
HM...?
WH-WHAT ...?
SURRENDER, SHE-HULK!
YOU HAVE NO WILL, NO MIND.
YOU NOW BELONG BODY AND SOUL...


...TO THE RINGMASTER!

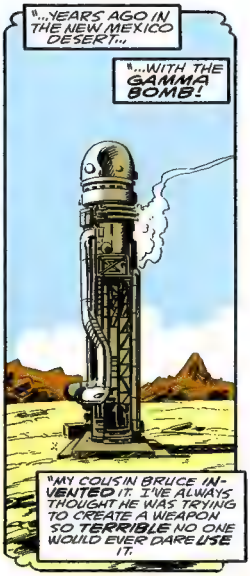
THAT WAS TERRIFIC, BOSS! SHE NEVER EVEN SAW YOU COMING!
BUT...ARE YOU SURE SHE'S ZAPPED? AFTER WHAT I JUST SAW HER DO...
OF COURSE SHE IS "ZAPPED," AS YOU SO ELOQUENTLY PUT IT, BRUTO!
NO ONE CAN RESIST THE CYBER-WAVE GENERATED BY MY HYPNOTIC HAT!

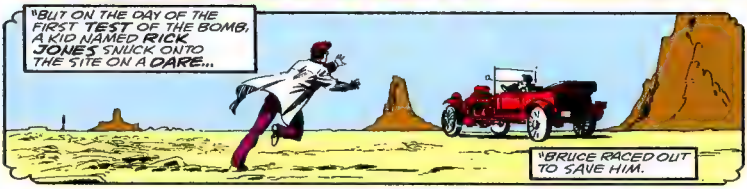

THE SHE-HULK IS NOW MINE TO DO WITH AS I PLEASE!
WELL...NOT QUITE, MAYNARD. THERE'S STILL THE MATTER OF THE THREE MILLION BUCKS WE...

SHUT UP, ELIOT!
THAT MONEY IS AS GOOD AS IN THE BANK, BUT WE WILL BANK IT IN A MANNER OF MY CHOOSING!
THE CIRCUS OF CRIME MAY BE FOR HIRE... BUT ONLY ON MY TERMS!

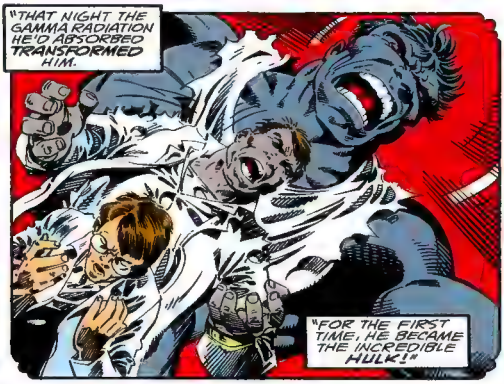

ELSEWHERE...
WHAT WAS THAT?
WHAT DID HE SAY?
CALM YOURSELF, DOCTOR.
NOTHING HAS GONE THE LEAST BIT BEYOND THE PARAMETERS OF OUR PLAN.
OUR PLAN? YOUR PLAN!
I DO NOT APPROVE OF THE EMPLOYMENT OF KNOWN FELONS!
PRESUMED FELONS, DOCTOR. REMEMBER, NO ONE HAS EVER BEEN ABLE TO MAKE A CHARGE STICK AGAINST MAYNARD TYBOLDT AND HIS CRONIES IN CRIME!
BESIDES... WHO ELSE WERE WE TO USE? AGAINST SOMEONE AS POWERFUL AS THE SHE-HULK, YOU SURELY WOULD NOT HAVE EXPECTED US TO ACT ON OUR OWN BEHALF?
NO... BUT THEN I AM NOT SURE OF ANYTHING ABOUT THIS ENTIRE SCENARIO...
...LEAST OF ALL HOW HE IS GOING TO REACT.
THAT DOES NOT PARTICULARLY CONCERN ME, DOCTOR...

"NOW PAY ATTENTION AND WE MAY YET LEARN SOMETHING OF VALUE..."
VERY WELL, SHE-HULK...
WE WERE SUPPOSED TO FIND OUT AS MUCH ABOUT YOU AS WE COULD. SUPPOSE YOU TELL US ALL ABOUT YOURSELF..?
YES.. I CAN DO THAT...
I GUESS MY STORY REALLY BEGINS...


"...YEARS AGO IN THE NEW MEXICO DESERT...
"...WITH THE GAMMA BOMB!
"MY COUSIN BRUCE INVENTED IT. I'VE ALWAYS THOUGHT HE WAS TRYING TO CREATE A WEAPON SO TERRIBLE NO ONE WOULD EVER DARE USE IT.


"BUT ON THE DAY OF THE FIRST TEST OF THE BOMB, A KID NAMED RICK JONES SNUCK ONTO THE SITE ON A DARE...
"BRUCE RACED OUT TO SAVE HIM.

"HE WAS ABLE TO GET RICK TO A SAFETY TRENCH, BUT BRUCE HIMSELF WAS CAUGHT IN THE RADIATION FRONT OF THE BLAST.


"THAT NIGHT THE GAMMA RADIATION HE'D ABSORBED TRANSFORMED HIM.
"FOR THE FIRST TIME, HE BECAME THE INCREDIBLE HULK!"

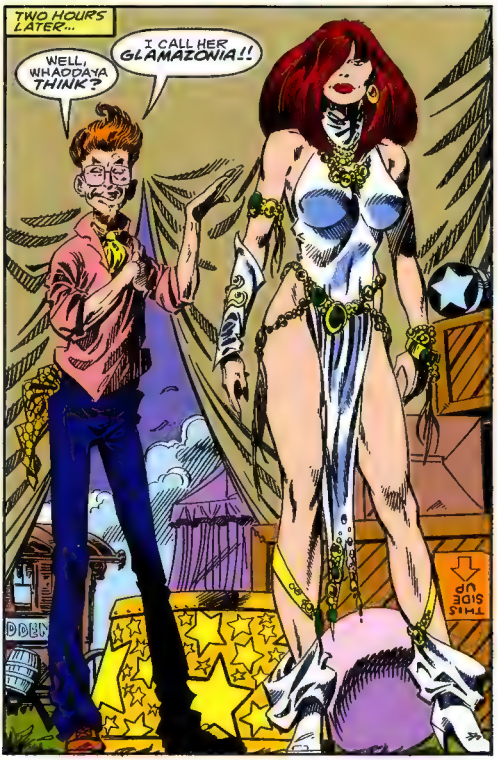
YES, YES, YES! WE KNOW ALL THAT! EVERYONE KNOWS THE HULK'S STORY!
TELL ME ABOUT YOU.
YES...
"IT WAS SEVERAL YEARS LATER.
"BY THEN I WAS PRACTICING LAW IN LOS ANGELES. ONE DAY BRUCE TURNED UP AT MY OFFICE...
DOC!
HI, JEN.
"WE WAS SEEKING LEGAL ADVICE. HE WANTED TO KNOW HIS DEGREE OF RESPONSIBILITY FOR THE ACTIONS OF THE HULK.
"HIS TIMING WAS BAD. I'D RUN AFOUL OF NICHOLAS TRASK, A LOCAL MOBSTER.
"WITH BRUCE RIDING IN MY CAR WITH ME, TRASK'S MEN MADE AN ATTEMPT TO KILL ME.
SCREECH!
BLAM!
BLAM!
"IT FAILED, BUT ONLY JUST.
"TO KEEP ME ALIVE LONG ENOUGH TO GET PROPER MEDICAL HELP, BRUCE GAVE ME AN EMERGENCY TRANSFUSION OF HIS OWN BLOOD.
"LATER, WHEN TRASK'S GOONS TRIED A SECOND HIT AT THE HOSPITAL...
"...THE GAMMA PARTICLES FROM BRUCE'S BLOOD ACTIVATED, AND I BECAME SIX-FOOT-SEVEN AND GREEN!"

BEFORE YOU KNEW IT, SOMEBODY DUBBED ME "THE SAVAGE SHE-HULK..."
BUT EVEN FROM THE FIRST, I WAS REALLY HAVING FUN WITH IT.

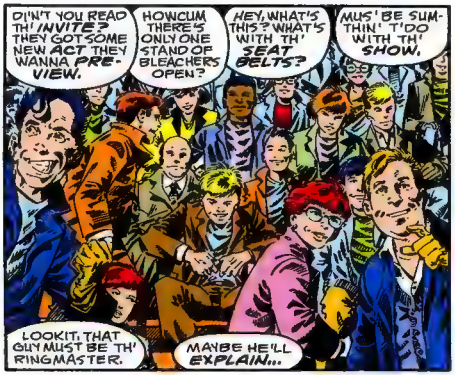
I GOT TO BE ONE OF THE AVENGERS, AND FOR A WHILE I WAS EVEN WITH THE FANTASTIC FOUR.
IT WAS DURING THAT TIME THAT I PICKED UP THE EXTRA DOSE OF RADIATION THAT LEFT ME PERMANENTLY BIG AND GREEN...

ALL RIGHT...
I THINK WE'VE HEARD ENOUGH FOR NOW.
WHAT'SA GONNA HAPPEN NEXTA, BOSS?

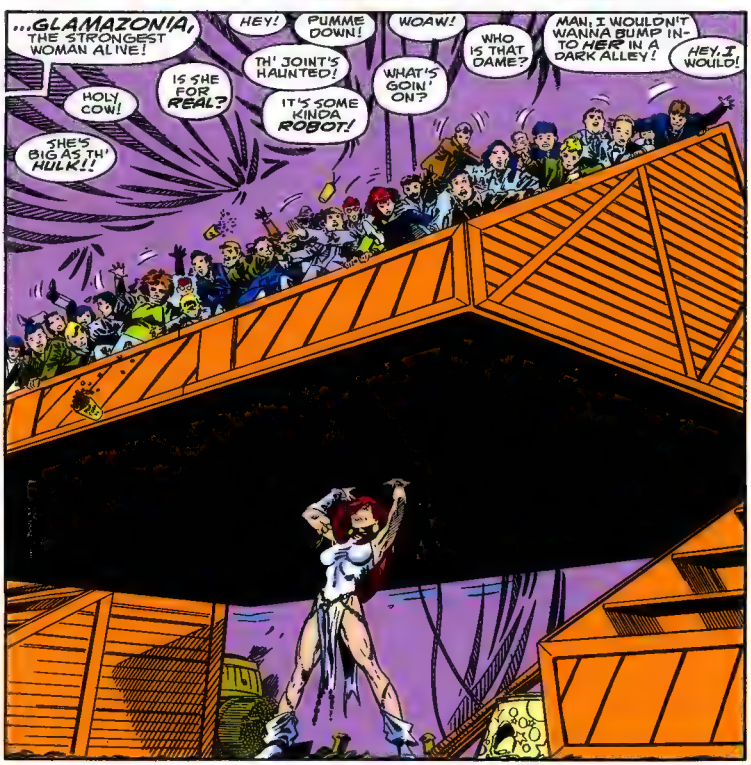
NEXT WE PROCEED WITH PHASE TWO OF MY PLAN.
THERE'S THREE MILLION DOLLARS IN IT FOR US IF WE "TEST" THE SHE-HULK...
BUT THE WAY I SEE IT, WE CAN ADD TO THAT MONEY IN THE PROCESS OF THE TESTING...
PRO-FESSOR...
YOU'RE OUR RESIDENT MAKEUP WIZARD.
WE'VE DISCUSSED WHAT I NEED... ARE YOUR SKILLS UP TO THE TASK?
WELL... NO WAY TO BE SURE UNTIL WE TRY, RING-MASTER.
RECKON IF I START NOW, WE'LL HAVE AN ANSWER...

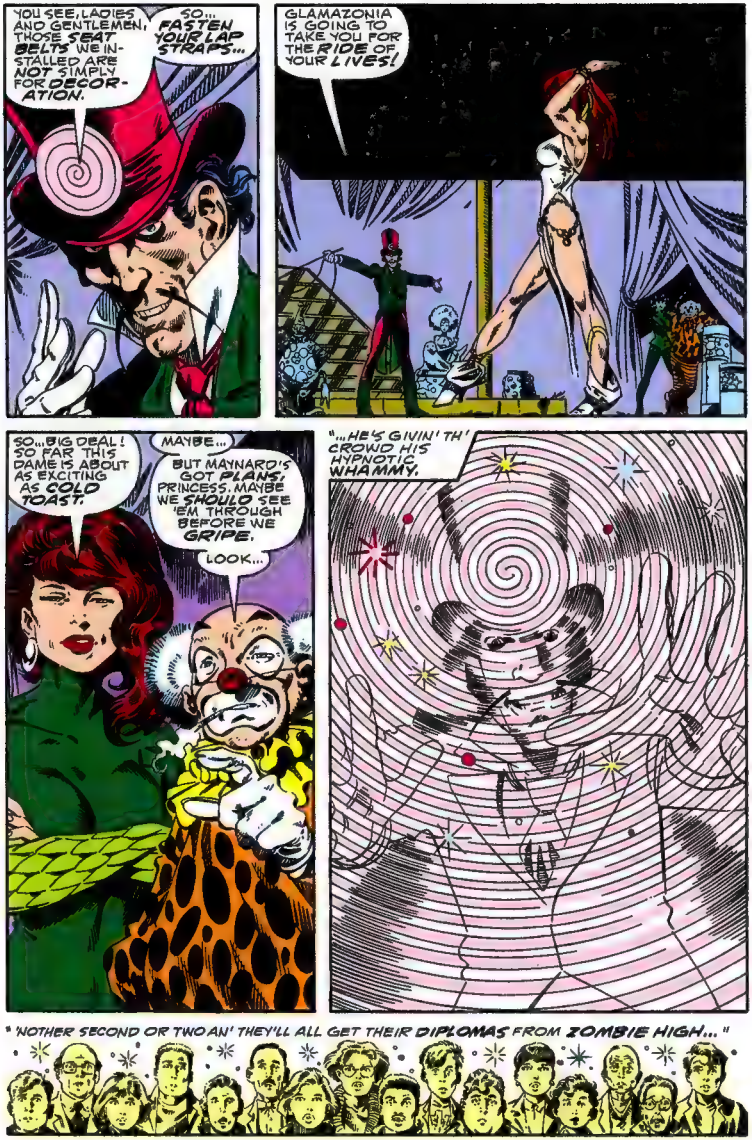

TWO HOURS LATER...
WELL, WHADDAYA THINK?
I CALL HER GLAMAZONIA!!
THIS SIDE UP

MAMA MIA! AT'SA SOME SPICY MEATA BALL!
YES... YES! PROFESSOR, MY CONGRATULA-TIONS!
TO MAYNE TYBOLT FROM
YOU HAVE REALLY QUITE OUTDONE YOURSELF!
WELL, MANY THANKS, RINGMASTER... BUT AN ARTIST IS ONLY AS GOOD AS HIS SUBJECT, AFTER ALL.
...AND I'VE NEVER HAD ANY-ONE QUITE SO SPECTACULAR TO WORK WITH!
OH, YEAH...?
WHAT AM I, THEN? CHOPPED LIVER?
ZELDA!
MY DEAR, I DID NOT KNOW YOU HAD RE-JOINED US.
CAUTION LIVE ANIMALS
I JUST GOT HERE... AND JUST IN TIME, FROM THE LOOKS OF IT!
I'M SUPPOSED TO BE THE LOOKER FOR THIS OUTFIT. WHO'S THIS BIMBO?
WHAT'S YOUR GAME, TYBOLT?
YOU WILL ALWAYS BE THE... AH... LOOKER TO US, MY DEAR PRINCESS PYTHON...
BUT TIMES CHANGE, AUDIENCES CHANGE, AND WE MUST CHANGE WITH THEM!
BUT NEVER FEAR! GLAMAZONIA IS BUT A TEMPORARY ADDITION TO OUR LITTLE TROUPE!
"AND AS TO WHAT SHE IS TO DO... THAT YOU WILL LEARN TONIGHT!"
SO WHAT'S TH' STORY ON THIS FREE SHOW...?


DIN'T YOU READ TH' INVITE? THEY GOT SOME NEW ACT THEY WANNA PREVIEW.
HOWCUM THERE'S ONLY ONE STAND OF BLEACHERS OPEN?
HEY, WHAT'S THIS? WHAT'S WITH TH' SEAT BELTS?
MUS' BE SUMTHIN' T'DO WITH TH' SHOW.
LOOKIT, THAT GUY MUST BE TH' RINGMASTER.
MAYBE HE'LL EXPLAIN...

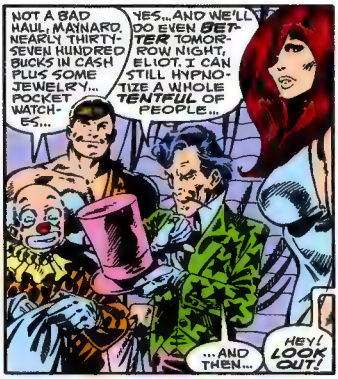
MY LORDS, LADIES, AN' GENTLEMEN! I BID YOU WELCOME ON BEHALF OF MACFADDEN BROTHERS' CIRCUS...
...AND INVITE YOU TO PREPARE YOURSELVES FOR THE THRILL OF A LIFETIME!
NOW, FOR THE FIRST TIME BEFORE ANY AUDIENCE, ANYWHERE, WE PRESENT...

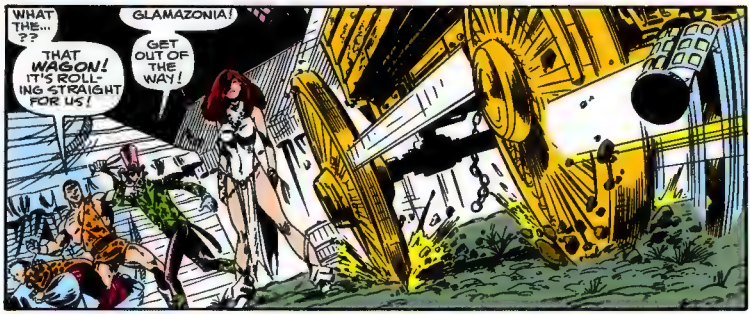

...GLAMAZONIA, THE STRONGEST WOMAN ALIVE!
HEY!
PUMME DOWN!
WOAW!
WHO IS THAT DAME?
MAN, I WOULDN'T WANNA BUMP INTO HER IN A DARK ALLEY!
HEY, I WOULD!
TH' JOINT'S HAUNTED!
WHAT'S GOIN' ON?
IS SHE FOR REAL?
HOLY COW!
IT'S SOME KINDA ROBOT!
SHE'S BIG AS TH' HULK!!

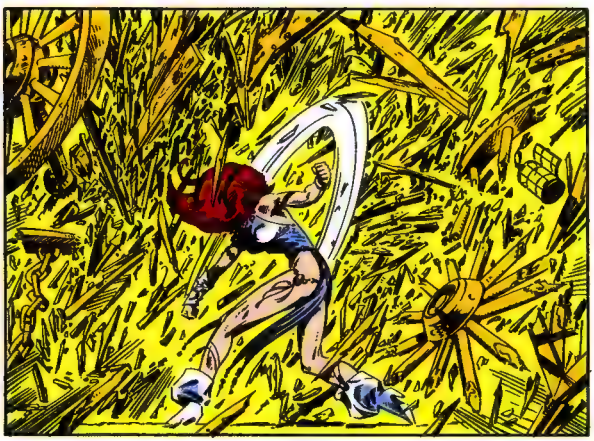

YOU SEE, LADIES AND GENTLEMEN, THOSE SEAT BELTS WE INSTALLED ARE NOT SIMPLY FOR DECORATION.
SO... FASTEN YOUR LAP STRAPS...
GLAMAZONIA IS GOING TO TAKE YOU FOR THE RIDE OF YOUR LIVES!
SO... BIG DEAL! SO FAR THIS DAME IS ABOUT AS EXCITING AS COLD TOAST.
MAYBE...
BUT MAYNARD'S GOT PLANS, PRINCESS. MAYBE WE SHOULD SEE 'EM THROUGH BEFORE WE GRIPE.
LOOK...
"...HE'S GIVIN' TH' CROWD HIS HYPNOTIC WHAMMY.
"NOTHER SECOND OR TWO AN' THEY'LL ALL GET THEIR DIPLOMAS FROM ZOMBIE HIGH..."

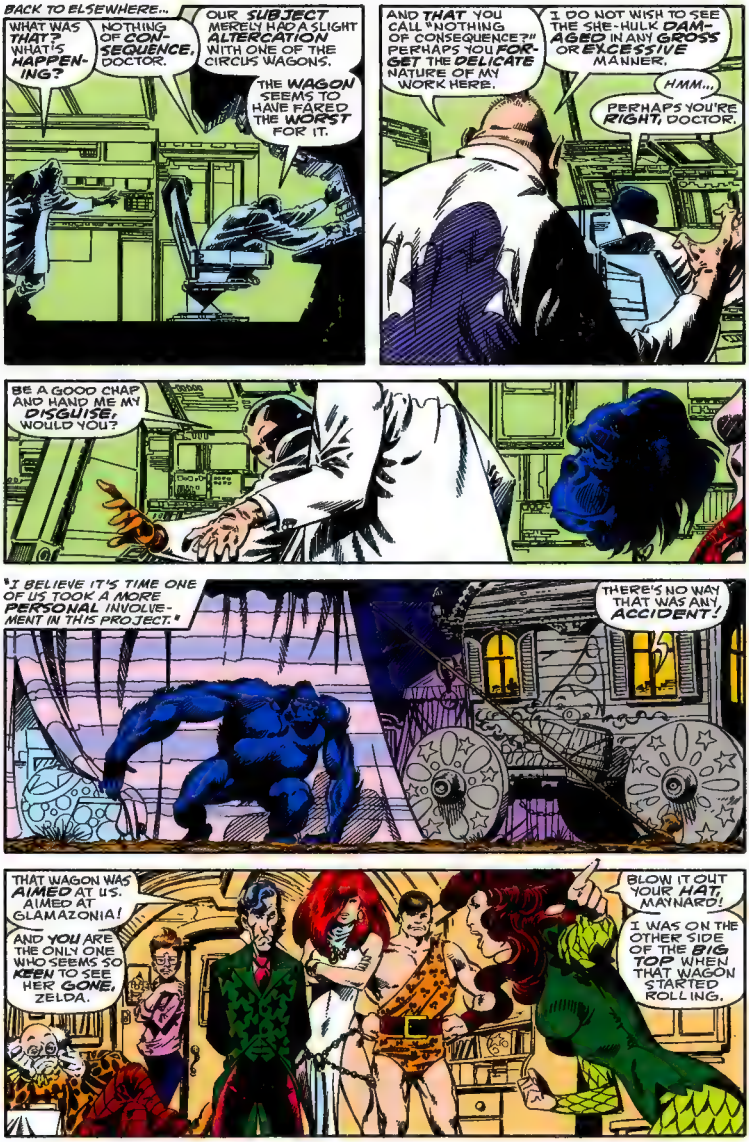
PERFECT! THEY ARE ALL UNDER MY HYPNOTIC THRALL!
AND NOW, GLAMAZONIA...
...I'VE TOLD YOU WHAT TO DO...
WELL, I'LL BE...
NOT BAD, EH, PRINCESS? BUSINESS AS USUAL.
ONLY THIS WAY WE DON'T HAVE TO GO UP INTO THE STANDS TO GET THE BOOTY.
VERY WELL NOW, GLAMAZONIA, PUT THE STALL BACK IN PLACE...
AND I WILL LEAVE THEM WITH THE HYPNOTICALLY-INDUCED IMPRESSION THAT THEY HAVE JUST SEEN THE...

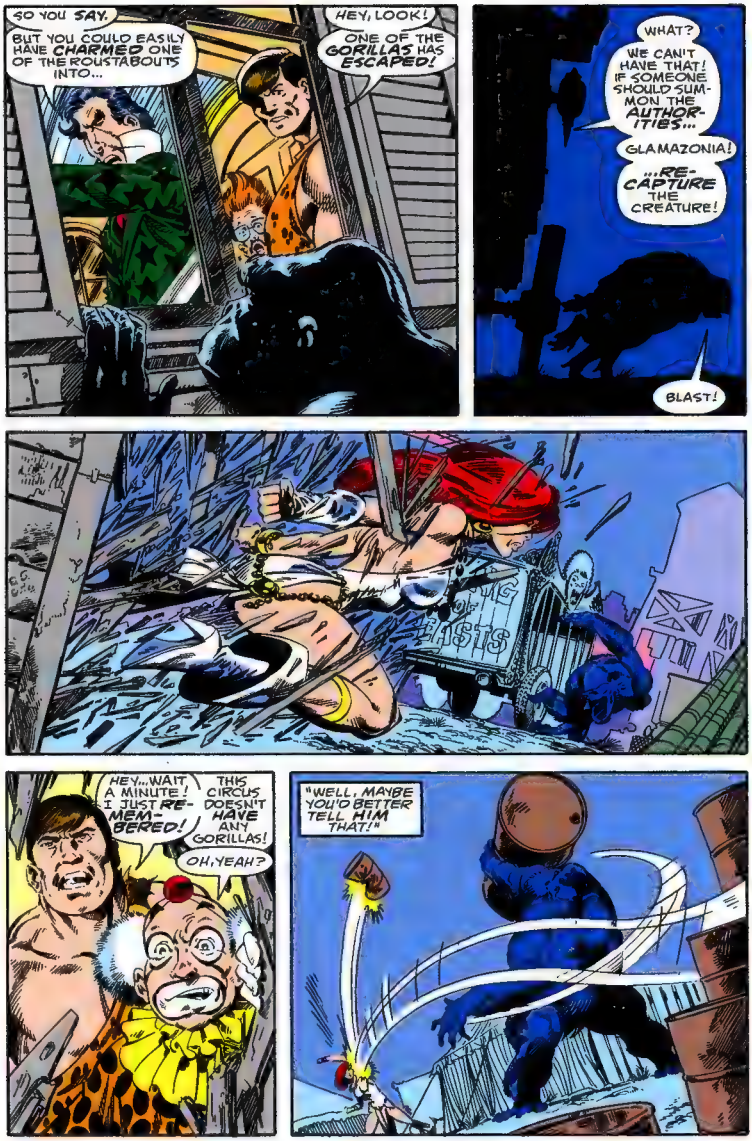
...GREATEST SHOW ON EARTH!
...NEVER SEEN ANY-THING LIKE IT!
JUST TH' BEST!
GOTTA BRING TH' BOSS T'SEE THIS!
...COME BACK T'MOR-ROW WITH TH' INLAWS.
RADICAL!
TOTALLY AWE-SOME!
HUH! MUSTA LEFT MY WALLET IN MY OTHER PANTS...

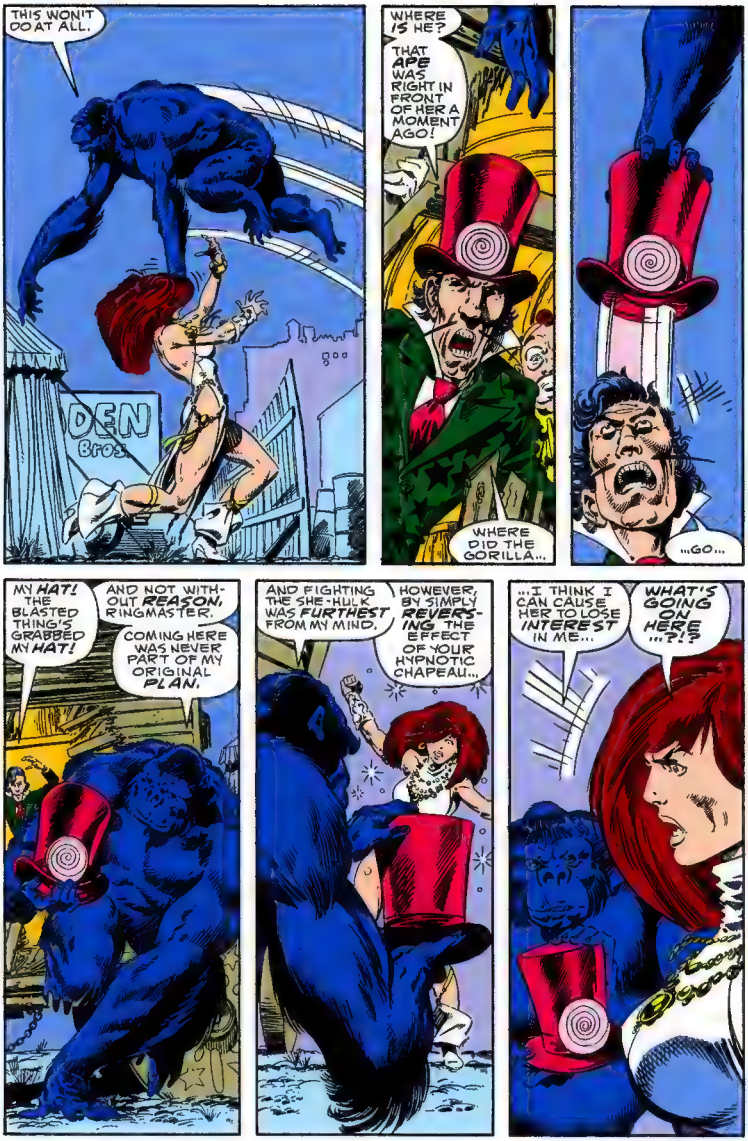

NOT A BAD HAUL, MAINARD. NEARLY THIRTY-SEVEN HUNDRED BUCKS IN CASH PLUS SOME JEWELRY... POCKET WATCH-ES...
YES...AND WE'LL DO EVEN BET-TER TOMOR-ROW NIGHT, ELIOT. I CAN STILL HYPNO-TIZE A WHOLE TENTFUL OF PEOPLE...
...AND THEN...
HEY! LOOK OUT!

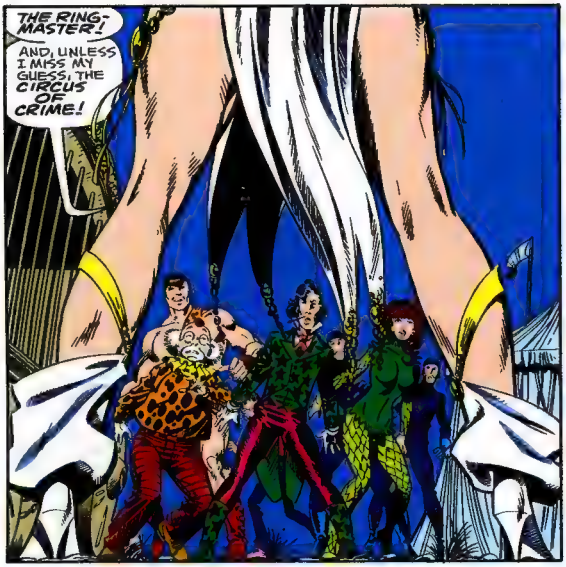

WHAT THE...??
THAT WAGON! IT'S ROLL-ING STRAIGHT FOR US!
GLAMAZONIA!
GET OUT OF THE WAY!



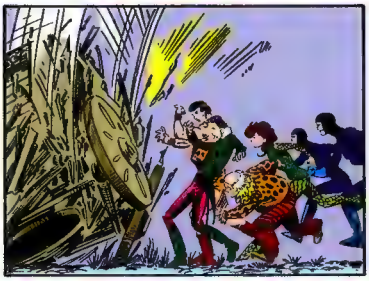

BACK TO ELSEWHERE...
WHAT WAS THAT? WHAT'S HAPPENING?
NOTHING OF CONSEQUENCE, DOCTOR.
OUR SUBJECT MERELY HAD A SLIGHT ALTERCATION WITH ONE OF THE CIRCUS WAGONS.
THE WAGON SEEMS TO HAVE FARED THE WORST FOR IT.
AND THAT YOU CALL "NOTHING OF CONSEQUENCE?" PERHAPS YOU FORGET THE DELICATE NATURE OF MY WORK HERE.
I DO NOT WISH TO SEE THE SHE-HULK DAMAGED IN ANY GROSS OR EXCESSIVE MANNER.
HMM...
PERHAPS YOU'RE RIGHT, DOCTOR.
BE A GOOD CHAP AND HAND ME MY DISGUISE, WOULD YOU?
"I BELIEVE IT'S TIME ONE OF US TOOK A MORE PERSONAL INVOLVEMENT IN THIS PROJECT."
THERE'S NO WAY THAT WAS ANY ACCIDENT!
THAT WAGON WAS AIMED AT US. AIMED AT GLAMAZONIA!
AND YOU ARE THE ONLY ONE WHO SEEMS SO KEEN TO SEE HER GONE, ZELDA.
BLOW IT OUT YOUR HAT, MAYNARD!
I WAS ON THE OTHER SIDE OF THE BIG TOP WHEN THAT WAGON STARTED ROLLING.

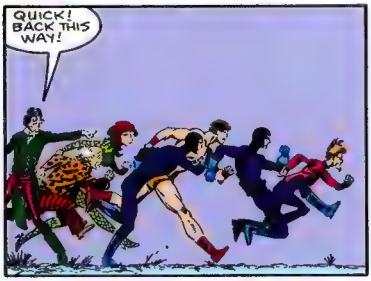

SO YOU SAY.
BUT YOU COULD EASILY HAVE CHARMED ONE OF THE ROUSTABOUTS INTO...
HEY, LOOK!
ONE OF THE GORILLAS HAS ESCAPED!
WHAT?
WE CAN'T HAVE THAT! IF SOMEONE SHOULD SUMMON THE AUTHORITIES...
GLAMAZONIA!
...RECAPTURE THE CREATURE!
BLAST!
HEY...WAIT A MINUTE! I JUST REMEMBERED!
THIS CIRCUS DOESN'T HAVE ANY GORILLAS!
OH, YEAH?
"WELL, MAYBE YOU'D BETTER TELL HIM THAT!"

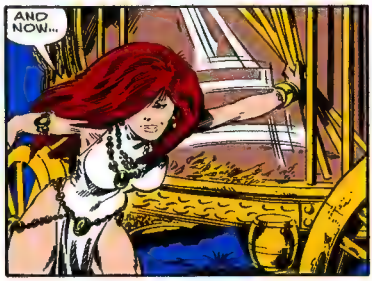

THIS WON'T DO AT ALL.
DEN Bros.
WHERE IS HE?
THAT APE WAS RIGHT IN FRONT OF HER A MOMENT AGO!
WHERE DID THE GORILLA...
...GO...
MY HAT! THE BLASTED THING'S GRABBED MY HAT!
AND NOT WITHOUT REASON, RINGMASTER.
COMING HERE WAS NEVER PART OF MY ORIGINAL PLAN.
AND FIGHTING THE SHE-HULK WAS FURTHEST FROM MY MIND.
HOWEVER, BY SIMPLY REVERSING THE EFFECT OF YOUR HYPNOTIC CHAPEAU...
...I THINK I CAN CAUSE HER TO LOSE INTEREST IN ME...
WHAT'S GOING ON HERE?!


THE RING-MASTER!
AND, UNLESS I MISS MY GUESS, THE CIRCUS OF CRIME!

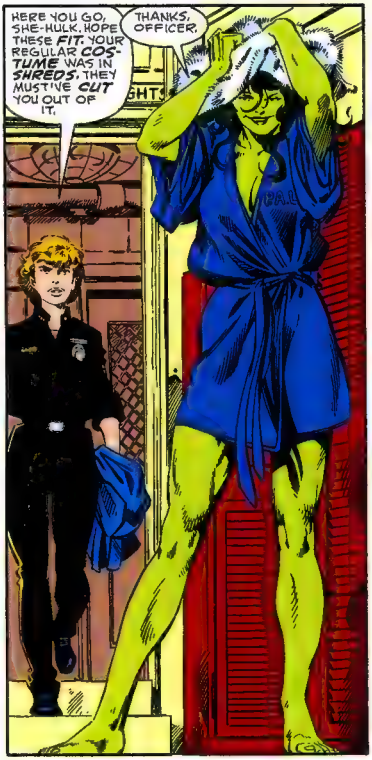
RUN FOR IT!
OH, NO YOU DON'T!




QUICK! BACK THIS WAY!


AND NOW...

THERE NOW!
THAT OUGHT TO HOLD THE BUNCH OF YOU UNTIL I CAN CALL THE...
...COPS?

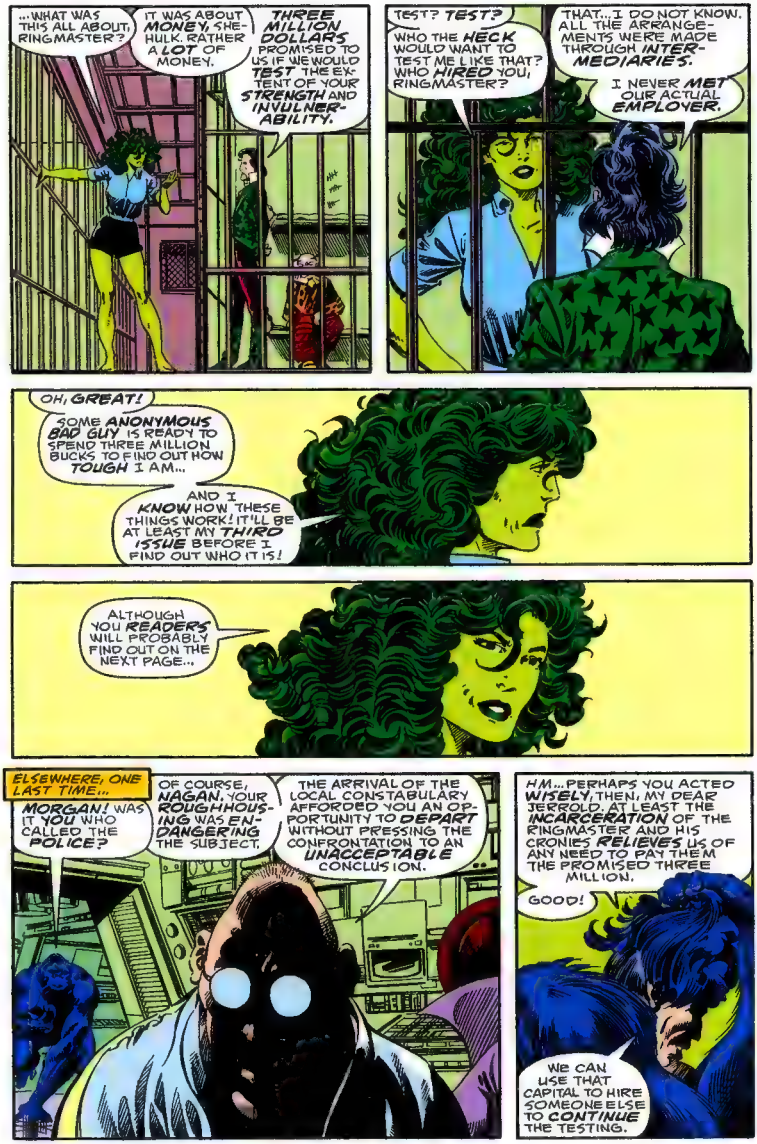

HERE YOU GO, SHE-HULK. HOPE THESE FIT. YOUR REGULAR COSTUME WAS IN SHREDS, THEY MUST'VE CUT YOU OUT OF IT.
THANKS, OFFICER.

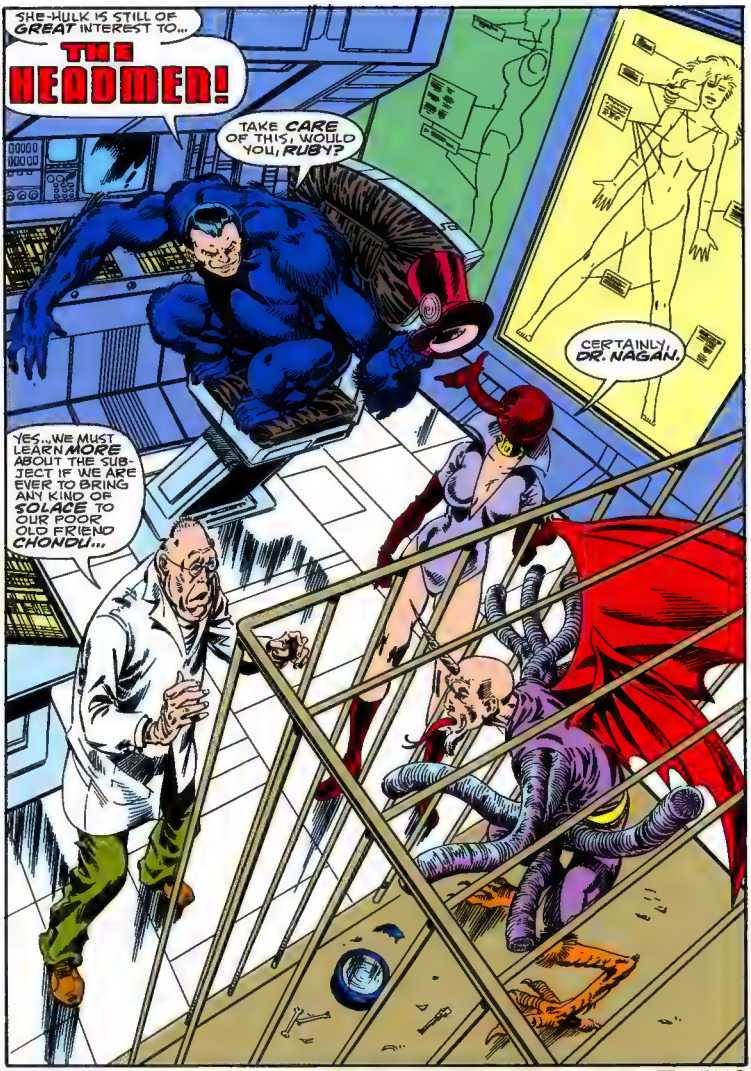
FOR A WHILE THERE I WAS BEGINNING TO GET A REAL UNDERSTANDING OF HAMLET'S LINE ABOUT "PAINT(ING) AN INCH THICK..."
I THOUGHT SOME OF THAT MAKEUP WOULD NEVER COME OFF, BUT, ANYWAY, WHAT'S THE STORY ON THE RINGMASTER AND COMPANY?
WELL, CONGRATULATIONS MAY BE IN ORDER, SHE-HULK.

WE PULLED THEIR RAP SHEETS AND FOUND THAT THEY'VE ALL GOT PRIOR ARREST RECORDS THAT GO BACK ABOUT FOREVER.
FUNNY THING IS, YOU MAY BE THE FIRST PERSON EVER TO MAKE A CHARGE STICK.
OH, AND SOMETHING ELSE.
WHEN THE RINGMASTER STOPPED BABBLING ABOUT TALKING GORILLAS, HE TRIED TO PIN AN ATTEMPTED MURDER RAP ON PRINCESS PYTHON, SAID SHE'D TRIED TO RUN YOU ALL OVER WITH A CIRCUS WAGON.
ANYWAY, RIGHT AWAY THE MAKEUP GUY- THE "PROFESSOR?"- COPPED TO THE CHARGE. SEEMS HE'D BEEN CARRYING A TORCH FOR TH' PRINCESS AND TRIED TO OFF YOU...
...BY WAY OF APOLOGIZING TO HER FOR HIS PART IN SETTING YOU UP AS HER REPLACEMENT.

HUH! WELL, THESE DUDS ARE A BIT ON THE SNUG SIDE ...ONE DEEP BREATH AND MY ADVENTURES ARE GOING TO BE PRINTED IN THE EPIC LINE...
WOULD IT BE OKAY FOR ME TO SEE THE PRISONERS NOW?
HUH? OH, SURE. I'LL SHOW YOU WHERE THE CAGES ARE.
BUT... WHAT DO YOU WANT TO TALK TO THEM FOR?

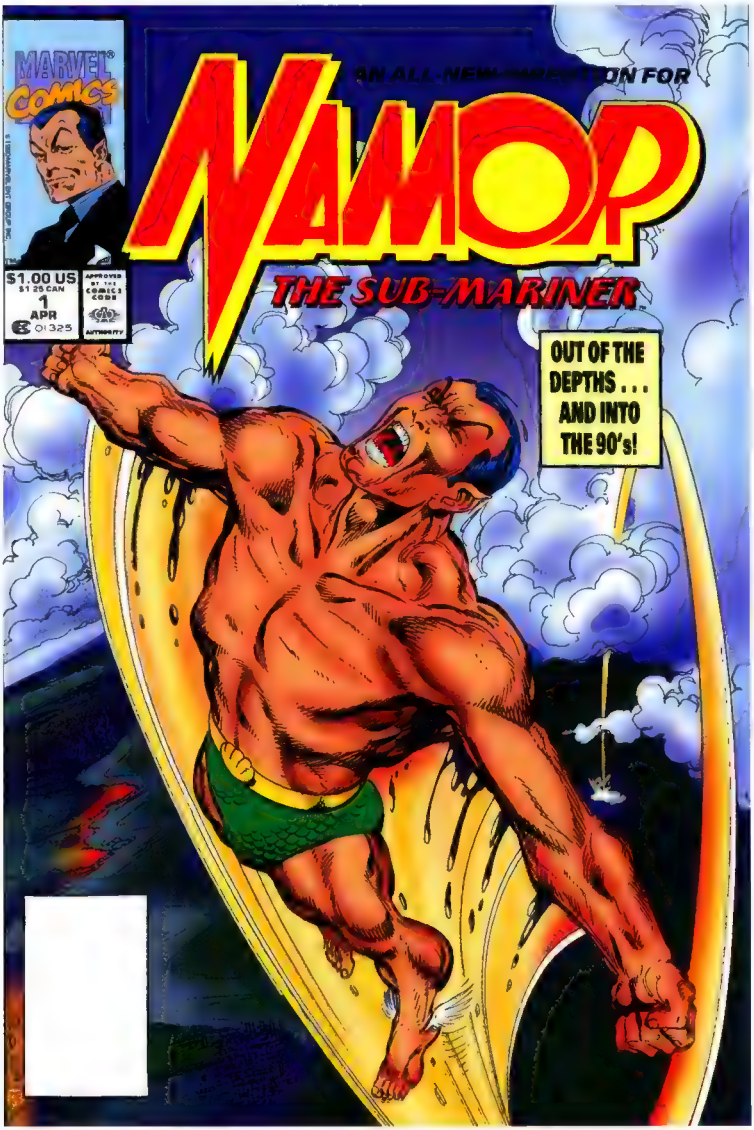
THERE'S SOMETHING STILL A BIT OFF ABOUT THIS WHOLE GIG.
I CAN'T BELIEVE THEY'D GO TO ALL THE TROUBLE OF LURING ME OUT TO THE CIRCUS, HYPNOTIZING ME, DISGUISING ME... ALL FOR SUCH A SMALL RETURN. I WANT TO FIND OUT...


...WHAT WAS THIS ALL ABOUT, RINGMASTER?
IT WAS ABOUT MONEY, SHE-HULK. RATHER A LOT OF MONEY.
THREE MILLION DOLLARS PROMISED TO US IF WE WOULD TEST THE EXTENT OF YOUR STRENGTH AND INVULNERABILITY.
TEST? TEST?
WHO THE HECK WOULD WANT TO TEST ME LIKE THAT? WHO HIRED YOU, RINGMASTER?
THAT...I DO NOT KNOW. ALL THE ARRANGEMENTS WERE MADE THROUGH INTERMEDIARIES.
I NEVER MET OUR ACTUAL EMPLOYER.
OH, GREAT!
SOME ANONYMOUS BAD GUY IS READY TO SPEND THREE MILLION BUCKS TO FIND OUT HOW TOUGH I AM...
AND I KNOW HOW THESE THINGS WORK! IT'LL BE AT LEAST MY THIRD ISSUE BEFORE I FIND OUT WHO IT IS!
ALTHOUGH YOU READERS WILL PROBABLY FIND OUT ON THE NEXT PAGE...
ELSEWHERE, ONE LAST TIME...
MORGAN! WAS IT YOU WHO CALLED THE POLICE?
OF COURSE, NAGAN. YOUR ROUGHHOUSING WAS ENDANGERING THE SUBJECT.
THE ARRIVAL OF THE LOCAL CONSTABULARY AFFORDED YOU AN OPPORTUNITY TO DEPART WITHOUT PRESSING THE CONFRONTATION TO AN UNACCEPTABLE CONCLUSION.
HM...PERHAPS YOU ACTED WISELY, THEN, MY DEAR JERROLD. AT LEAST THE INCARCERATION OF THE RINGMASTER AND HIS CRONIES RELIEVES US OF ANY NEED TO PAY THEM THE PROMISED THREE MILLION.
GOOD!
WE CAN USE THAT CAPITAL TO HIRE SOMEONE ELSE TO CONTINUE THE TESTING.


SHE-HULK IS STILL OF GREAT INTEREST TO...
THE HEADMEN!
TAKE CARE OF THIS, WOULD YOU, RUBY?
CERTAINLY, DR. NAGAN.
YES...WE MUST LEARN MORE ABOUT THE SUBJECT IF WE ARE EVER TO BRING ANY KIND OF SOLACE TO OUR POOR OLD FRIEND CHONDU...

NEXT ISSUE:

THE TERRIBLE TOAD MEN! WOULD WE LIE?


MARVEL COMICS
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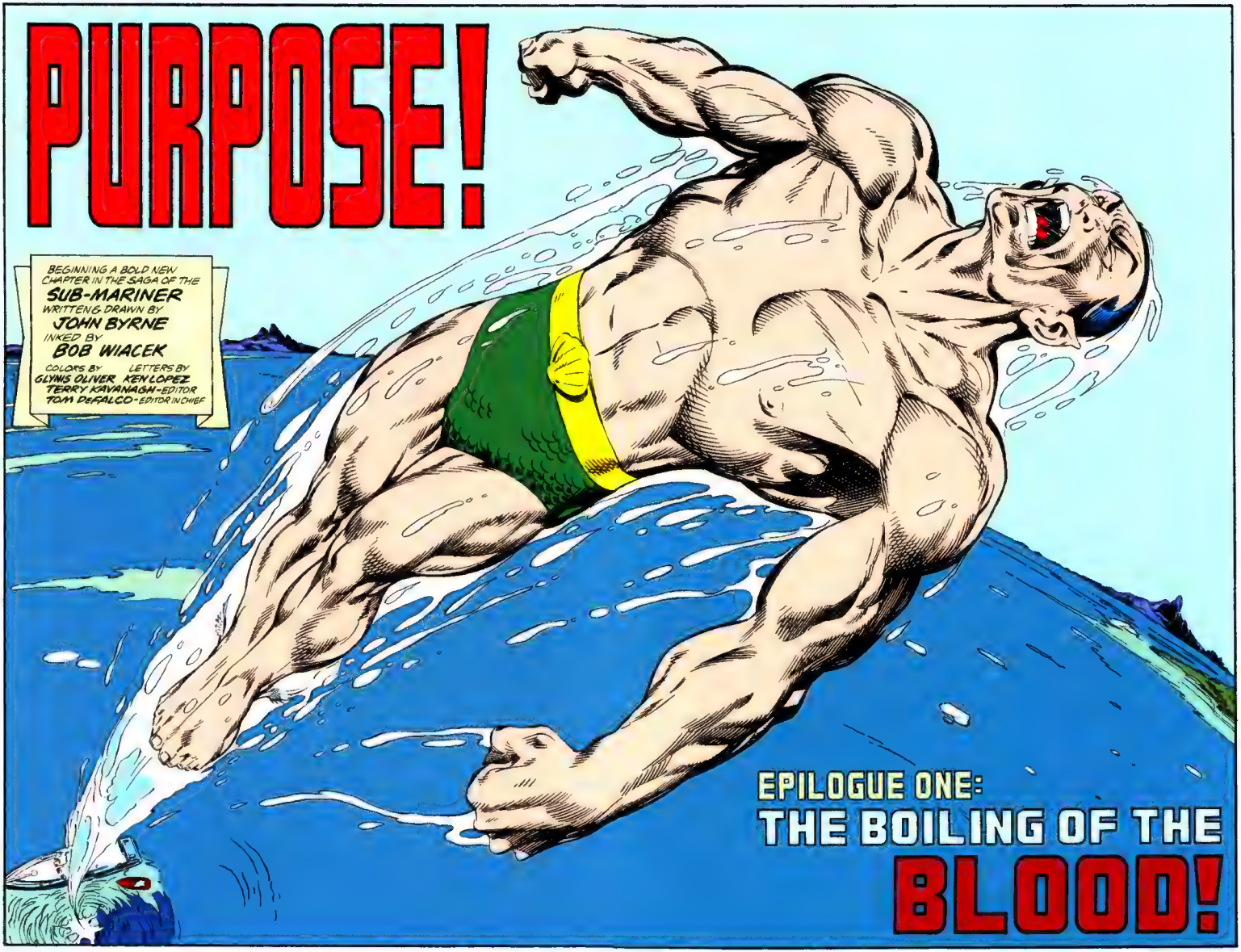
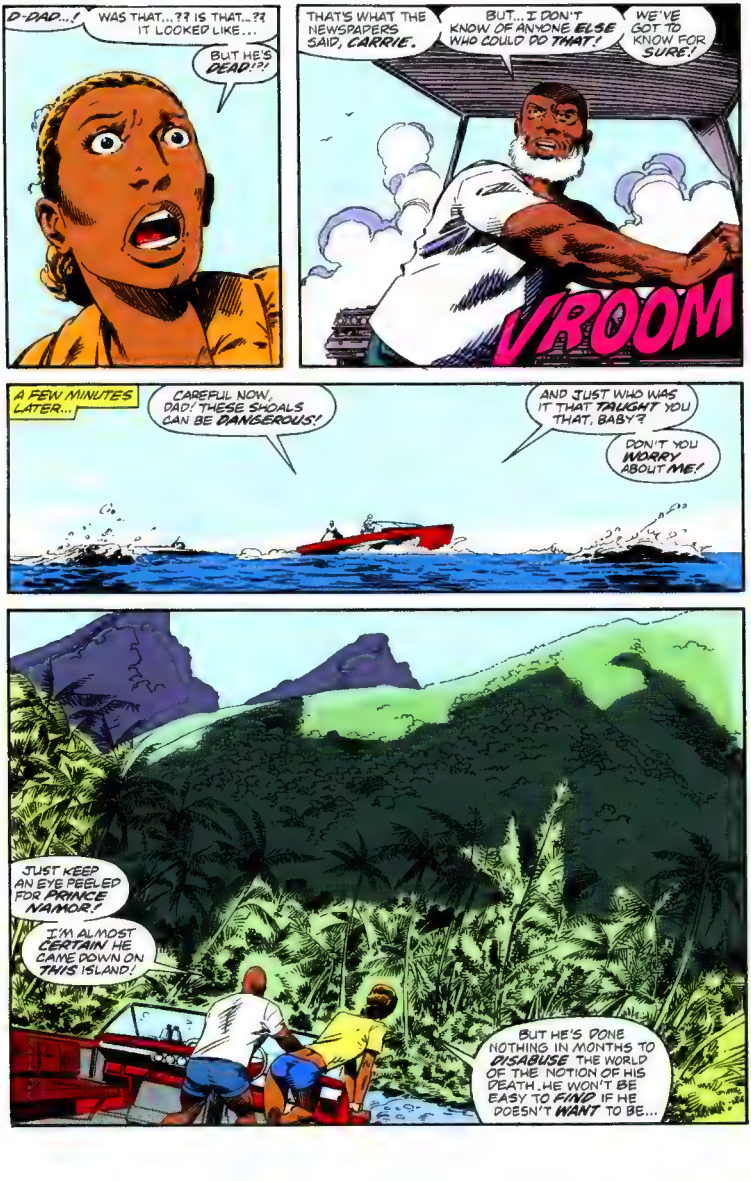
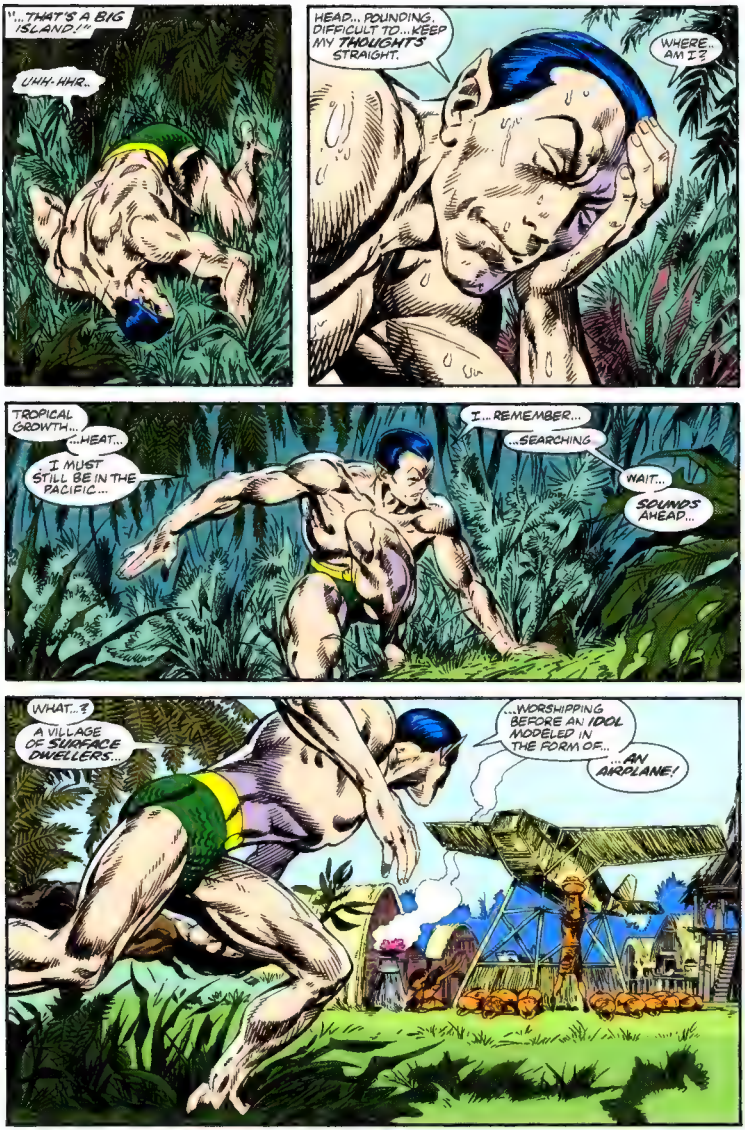
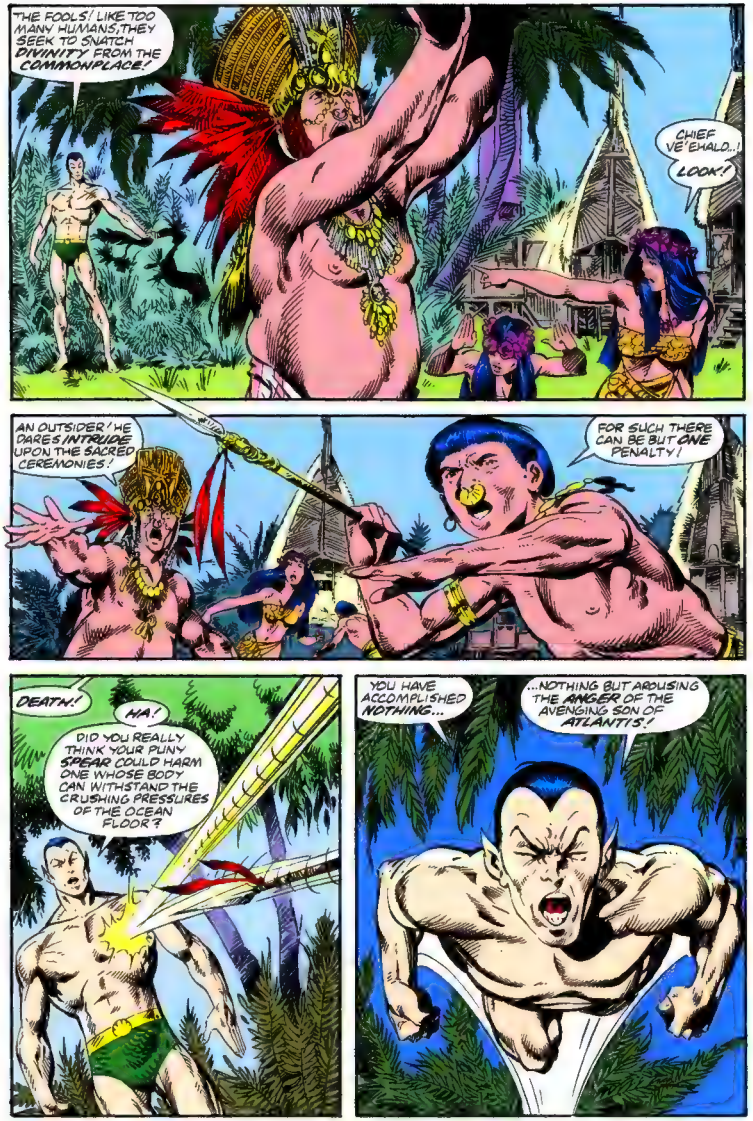
APPROVED BY THE COMICS CODE AUTHORITY
AN ALL-NEW-ORIGIN FOR
NAMOR
THE SUB-MARINER
OUT OF THE DEPTHS . . . AND INTO THE 90's!

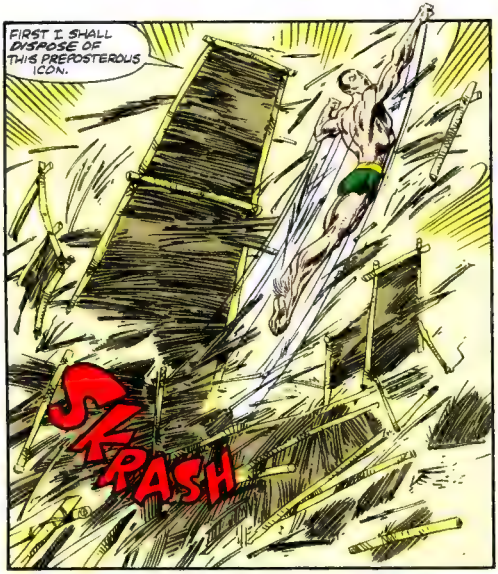
SIX MONTHS AGO, SOMEWHERE IN THE SOUTH PACIFIC...
NOTHING WRONG WITH THE EQUIPMENT THAT I CAN FIND.
WHATEVER THIS BLIP IS... IT'S REAL--
ORACLE
--AND IT'S MOVING FASTER THAN ANYTHING BIOLOGICAL HAS ANY BUSINESS MOVING!
YOU'RE SURE IT'S ALIVE? THE NAVY IS RUMORED TO HAVE SECRET TESTING GROUNDS IN THIS AREA...
IT'S NOTHING THEY MIGHT HAVE COOKED UP...
...UNLESS THEY'RE STRAPPING JET ENGINES ON DOLPHINS WHICH I WOULDN'T PUT PAST--
HOLD IT!
IT'S TURNED NINETY DEGREES! IT'S COMING STRAIGHT UP AT US!
SPLOOSH


PURPOSE!
BEGINNING A BOLD NEW CHAPTER IN THE SAGA OF THE
SUB-MARINER
WRITTEN & DRAWN BY
JOHN BYRNE
INKED BY
BOB WIACEK
COLORS BY
GLYNIS OLIVER
LETTERS BY
KEN LOPEZ
TERRY KAVANAGH-EDITOR
TOM DeFALCO-EDITOR IN CHIEF
EPILOGUE ONE:
THE BOILING OF THE
BLOOD!


D-DAD...!
WAS THAT...?? IS THAT...?? IT LOOKED LIKE...
BUT HE'S DEAD!?!
THAT'S WHAT THE NEWSPAPERS SAID, CARRIE.
BUT... I DON'T KNOW OF ANYONE ELSE WHO COULD DO THAT!
WE'VE GOT TO KNOW FOR SURE!
VROOM
A FEW MINUTES LATER...
CAREFUL NOW, DAD! THESE SHOALS CAN BE DANGEROUS!
AND JUST WHO WAS IT THAT TAUGHT YOU THAT, BABY?
DON'T YOU WORRY ABOUT ME!
JUST KEEP AN EYE PEELED FOR PRINCE NAMOR!
I'M ALMOST CERTAIN HE CAME DOWN ON THIS ISLAND!
BUT HE'S DONE NOTHING IN MONTHS TO DISABUSE THE WORLD OF THE NOTION OF HIS DEATH. HE WON'T BE EASY TO FIND IF HE DOESN'T WANT TO BE...

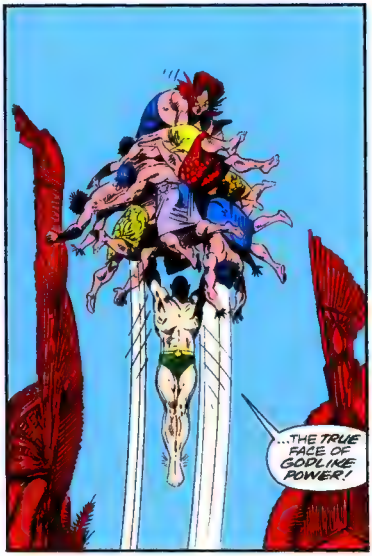

"...THAT'S A BIG ISLAND!"
UHH-HHR..
HEAD... POUNDING. DIFFICULT TO...KEEP MY THOUGHTS STRAIGHT.
WHERE... AM I?
TROPICAL GROWTH...
...HEAT...
I MUST STILL BE IN THE PACIFIC...
I... REMEMBER...
...SEARCHING
WAIT...
SOUNDS AHEAD...
WHAT...?
A VILLAGE OF SURFACE DWELLERS...
...WORSHIPPING BEFORE AN IDOL MODELED IN THE FORM OF...
...AN AIRPLANE!


"THE FOOLS! LIKE TOO MANY HUMANS, THEY SEEK TO SNATCH DIVINITY FROM THE COMMONPLACE!
CHIEF VE'EHALD..!
LOOK!
AN OUTSIDER! HE DARES INTRUDE UPON THE SACRED CEREMONIES!
FOR SUCH THERE CAN BE BUT ONE PENALTY!
DEATH!
HA!
DID YOU REALLY THINK YOUR PUNY SPEAR COULD HARM ONE WHOSE BODY CAN WITHSTAND THE CRUSHING PRESSURES OF THE OCEAN FLOOR?
YOU HAVE ACCOMPLISHED NOTHING...
...NOTHING BUT AROUSING THE ANGER OF THE AVENGING SON OF ATLANTIS!

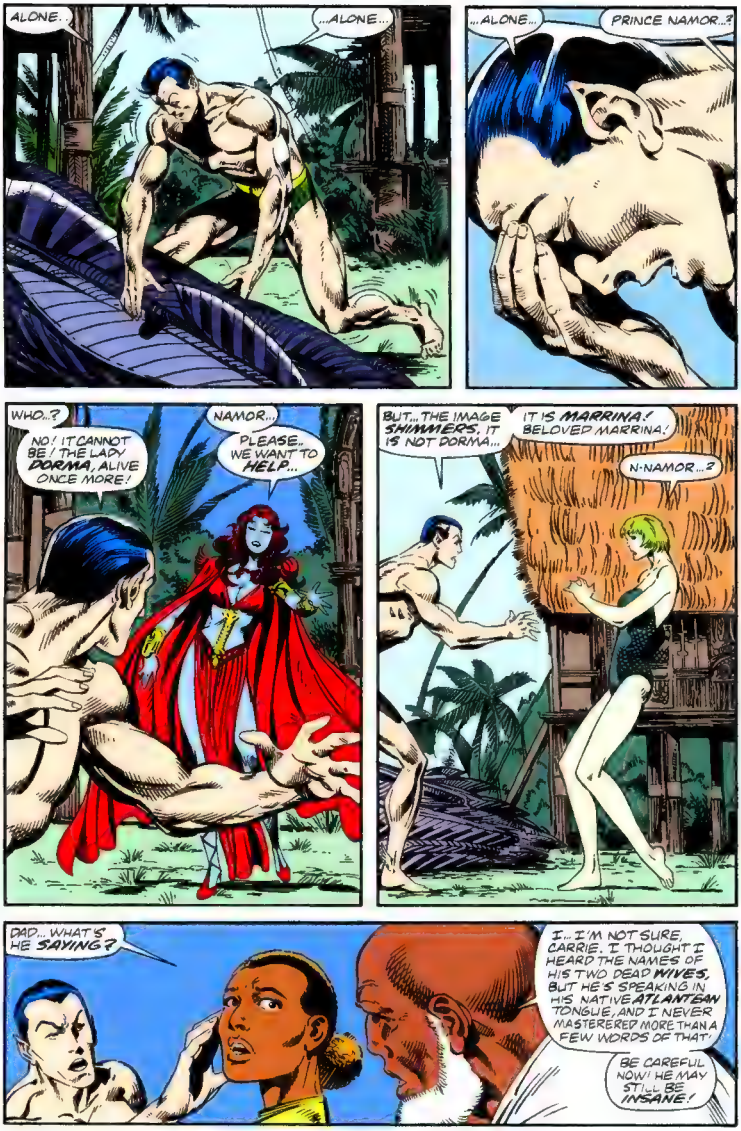

FIRST I SHALL DISPOSE OF THIS PREPOSTEROUS ICON.
SKRASH

THEN...

...I'LL SHOW YOU...


...THE TRUE FACE OF GODLIKE POWER!

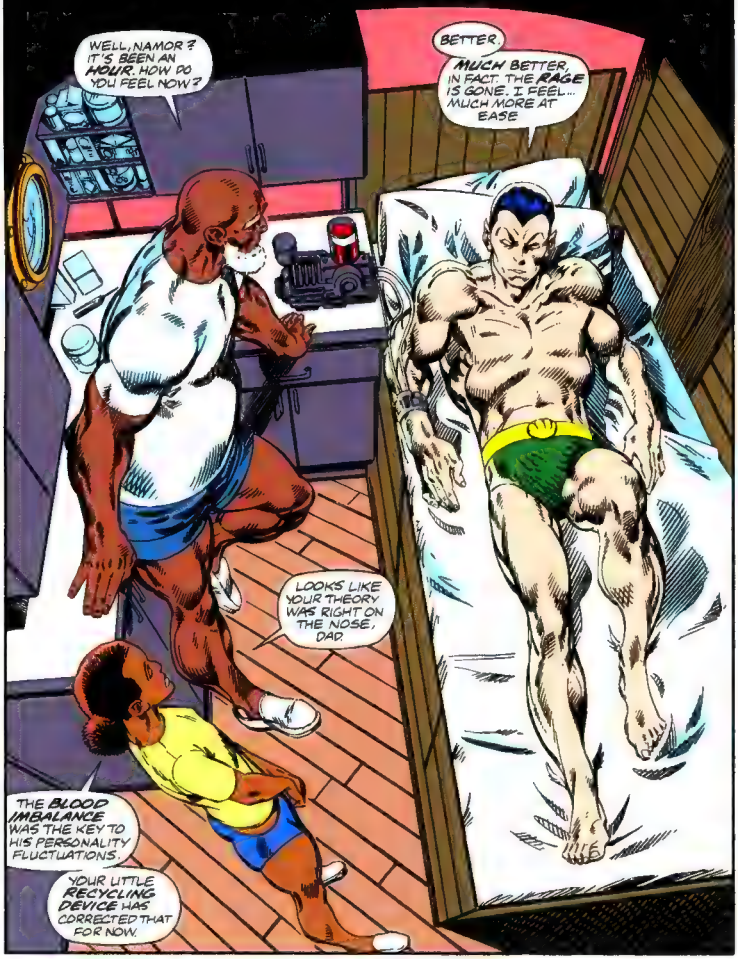
BWUFF
THE REST OF THE VILLAGERS FLEE BEFORE MY POWER...
WELL THEY SHOULD! LET NO SURFACE DWELLER DARE SHOW HIS FACE BUT THAT NAMOR COMMANDS IT!
RUN!
RUN!
NO ONE MAY COME NEAR THE PERSON OF THE SUB-MARINER!
THE FATES HAVE DECREED IT SO!
NAMOR MUST BE FOREVER ALONE!

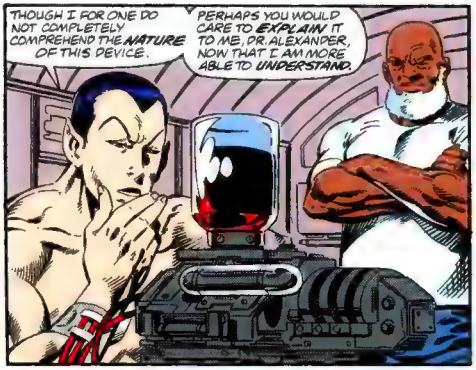

ALONE...
...ALONE...
...ALONE...
PRINCE NAMOR...?
WHO...?
NAMOR...
NO! IT CANNOT BE! THE LADY DORMA, ALIVE ONCE MORE!
PLEASE, WE WANT TO HELP...
BUT... THE IMAGE SHIMMERS, IT IS NOT DORMA...
IT IS MARRINA! BELOVED MARRINA!
N-NAMOR...?
DAD... WHAT'S HE SAYING?
I... I'M NOT SURE, CARRIE. I THOUGHT I HEARD THE NAMES OF HIS TWO DEAD WIVES, BUT HE'S SPEAKING IN HIS NATIVE ATLANTEAN TONGUE, AND I NEVER MASTERERED MORE THAN A FEW WORDS OF THAT!
BE CAREFUL NOW! HE MAY STILL BE INSANE!

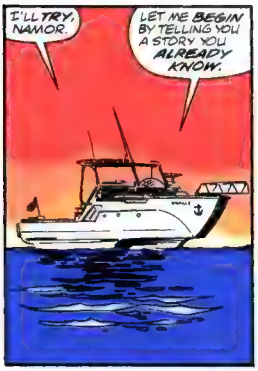
IT'S...OKAY, DAD. I DON'T THINK HE'S GOING TO HURT ME.
THE INITIAL RAGE SEEMS TO HAVE PASSED. HIS RESPONSE SEEMS TO MATCH EXACTLY THE CURVE YOU'VE PLOTTED. NOW HE'S JUST... DISORIENTED.
AS WELL HE MIGHT BE, IF MY THEORY ABOUT HIM IS CORRECT. I NEVER DREAMED I'D HAVE THE OPPORTUNITY TO TEST IT, THOUGH. ESPECIALLY AFTER THE REPORTS OF HIS DEATH.
HE LOOKS HEALTHY ENOUGH TO ME.
MAYBE WE SHOULD SEE IF WE CAN GET HIM BACK TO THE ORACLE...
"ORACLE...?"
YES, MY BOAT. THAT NAME MEANS SOMETHING TO YOU, DOESN'T IT, YOUR HIGHNESS?
NOT... "HIGHNESS." JUST NAMOR NOW. NAMOR THE OUTSIDER. THE WANDERER.
THE ONE WHO IS ALONE.
WELL, NOT ANYMORE, NAMOR. COME ON BACK TO THE ORACLE, AND WE'LL SEE WHAT WE CAN DO ABOUT GETTING YOU BACK IN SHAPE.
WILL YOU TRUST US LONG ENOUGH TO LET US HELP YOU?
YES.
"I WILL TRUST YOU..."

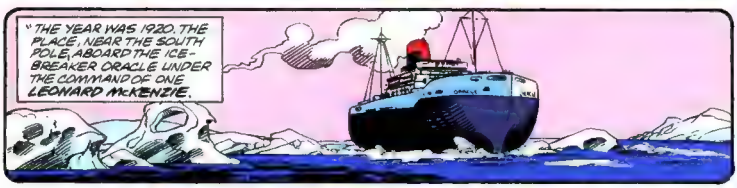
EPILOGUE 2

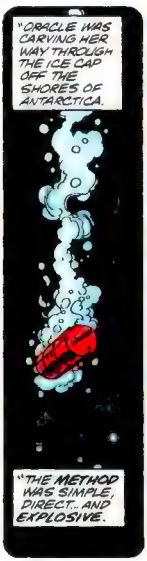
FAMILY HISTORY


WELL, NAMOR? IT'S BEEN AN HOUR. HOW DO YOU FEEL NOW?
BETTER.
MUCH BETTER, IN FACT THE RAGE IS GONE. I FEEL... MUCH MORE AT EASE.
LOOKS LIKE YOUR THEORY WAS RIGHT ON THE NOSE, DAD.
THE BLOOD IMBALANCE WAS THE KEY TO HIS PERSONALITY FLUCTUATIONS.
YOUR LITTLE RECYCLING DEVICE HAS CORRECTED THAT FOR NOW.


THOUGH I FOR ONE DO NOT COMPLETELY COMPREHEND THE NATURE OF THIS DEVICE.
PERHAPS YOU WOULD CARE TO EXPLAIN IT TO ME, DR. ALEXANDER, NOW THAT I AM MORE ABLE TO UNDERSTAND.

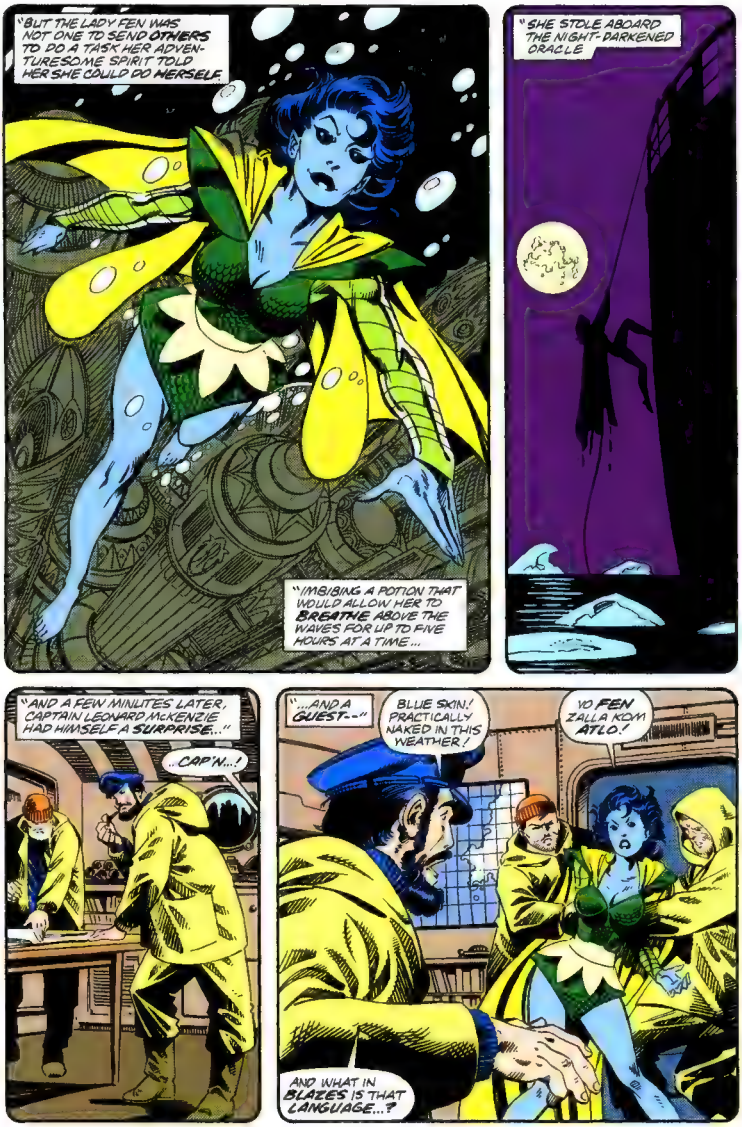

I'LL TRY, NAMOR.
LET ME BEGIN BY TELLING YOU A STORY YOU ALREADY KNOW.

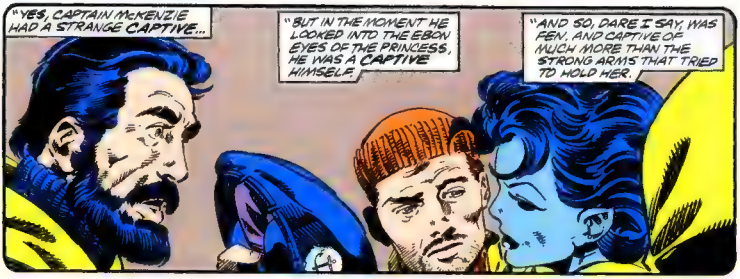

"THE YEAR WAS 1920. THE PLACE, NEAR THE SOUTH POLE, ABOARD THE ICE-BREAKER ORACLE UNDER THE COMMAND OF ONE LEONARD McKENZIE.


"ORACLE WAS CARVING HER WAY THROUGH THE ICE CAP OFF THE SHORES OF ANTARCTICA.
"THE METHOD WAS SIMPLE, DIRECT... AND EXPLOSIVE.

"NOT A SOUL ABOARD THAT SHIP HAD THE SLIGHTEST INKLING OF THE DAMAGE BEING DONE BY THOSE BLASTS TO AN ANCIENT CIVILIZATION THRIVING MANY FATHOMS BELOW.

"WISHING TO LEARN WHAT WAS HAPPENING ON THE SURFACE ABOVE THEM, THE KING OF THAT LONG HIDDEN RACE SUMMONED HIS DAUGHTER."
PRINCESS FEN, I WISH YOU TO SEND A SCOUTING PARTY TO INVESTIGATE THE SOURCE OF THE EXPLOSIONS THAT HAVE DEVASTATED OUR HOMES.
AS YOU COMMAND, MY FATHER


"BUT THE LADY FEN WAS NOT ONE TO SEND OTHERS TO DO A TASK HER ADVENTURESOME SPIRIT TOLD HER SHE COULD DO HERSELF.
"IMBIBING A POTION THAT WOULD ALLOW HER TO BREATHE ABOVE THE WAVES FOR UP TO FIVE HOURS AT A TIME...
"SHE STOLE ABOARD THE NIGHT-DARKENED ORACLE
"AND A FEW MINUTES LATER, CAPTAIN LEONARD McKENZIE HAD HIMSELF A SURPRISE..."
...CAP'N...!
"...AND A GUEST--"
BLUE SKIN! PRACTICALLY NAKED IN THIS WEATHER!
YO FEN ZALLA KOM ATLO!
AND WHAT IN BLAZES IS THAT LANGUAGE...?

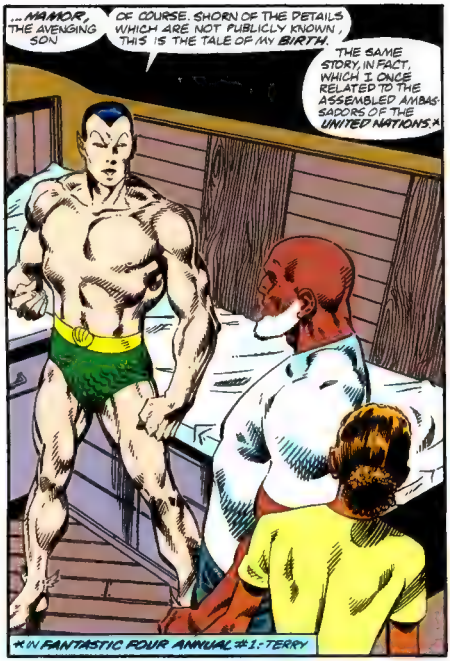

"YES, CAPTAIN MCKENZIE HAD A STRANGE CAPTIVE...
"BUT IN THE MOMENT HE LOOKED INTO THE EBON EYES OF THE PRINCESS, HE WAS A CAPTIVE HIMSELF.
"AND SO, DARE I SAY, WAS FEN. AND CAPTIVE OF MUCH MORE THAN THE STRONG ARMS THAT TRIED TO HOLD HER.

"HOW ELSE TO EXPLAIN HER DECISION TO REMAIN WITH THE SURFACE MEN?
"WITH HER ATLANTEAN STRENGTH, TEN STRONG MEN COULD NOT HAVE HELD HER AGAINST HER WILL.
"YET DESPITE FREQUENT OPPORTUNITY TO MAKE GOOD HER ESCAPE, SHE STAYED, LEARNING THE WAYS AND WORDS OF THE INVADERS.

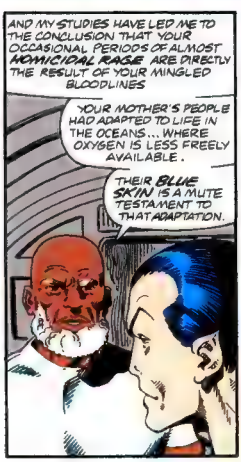
"AND LEARNING, AT LAST, TO UNDERSTAND THE FEELINGS THAT GRIPPED HER HEART FROM THE FIRST MOMENT SHE SAW LEONARD MCKENZIE."
FEN... MY LOVELY STRANGER, MY MYSTERIOUS ENCHANTRESS, I MUSK ASK YOU...
I KNOW YOUR QUESTION, BELOVED, AND MY HEART ANSWERS YES!

"SO, FEN AND CAPTAIN MCKENZIE WERE MARRIED ABOARD THE ORACLE. BUT IT WOULD NOT BE A LONG UNION
KING THAKORR LEARNED OF HIS DAUGHTER'S WHEREABOUTS AND SENT TROOPS TO BRING HER HOME.
"IN THE BATTLE, LEONARD MCKENZIE WAS KILLED, AND FEN TAKEN BACK TO HER PEOPLE.

"SOME MONTHS LATER, THE GRIEVING PRINCESS BORE THE FRUIT OF THAT BRIEF, HAPPY LIAISON
"THE PINK-SKINNED BOY SHE CHOSE TO NAME..."


...NAMOR, THE AVENGING SON
OF COURSE. SHORN OF THE DETAILS WHICH ARE NOT PUBLICLY KNOWN, THIS IS THE TALE OF MY BIRTH.
THE SAME STORY, IN FACT, WHICH I ONCE RELATED TO THE ASSEMBLED AMBASSADORS OF THE UNITED NATIONS.*
* IN FANTASTIC FOUR ANNUAL #1: - TERRY

YES. I SAW THE TELEVISION COVERAGE OF THAT SPEECH, NAMOR. IT ADDED A FEW DETAILS TO THE DATA I'VE BEEN COLLECTING NEARLY ALL MY LIFE.
YOU SEE, YOU'VE BEEN A SPECIAL STUDY FOR ME, NAMOR. MY WHOLE INTEREST IN MARINE BIOLOGY BEGAN WITH A FASCINATION WITH YOU, IN FACT


AND MY STUDIES HAVE LED ME TO THE CONCLUSION THAT YOUR OCCASIONAL PERIODS OF ALMOST HOMICIDAL RAGE ARE DIRECTLY THE RESULT OF YOUR MINGLED BLOODLINES
YOUR MOTHER'S PEOPLE HAD ADAPTED TO LIFE IN THE OCEANS... WHERE OXYGEN IS LESS FREELY AVAILABLE.
THEIR BLUE SKIN IS A MUTE TESTAMENT TO THAT ADAPTATION.

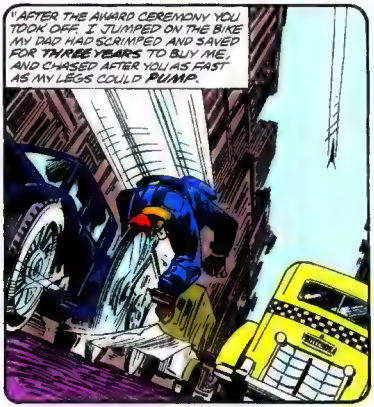
WHILE YOUR FATHER'S RACE EVOLVED IN THE OXYGEN RICH WORLD ABOVE THE WAVES.
BUT YOU, NAMOR, ARE A HYBRID, AT HOME IN BOTH ENVIRONMENTS, YET TRULY BELONGING TO NEITHER.

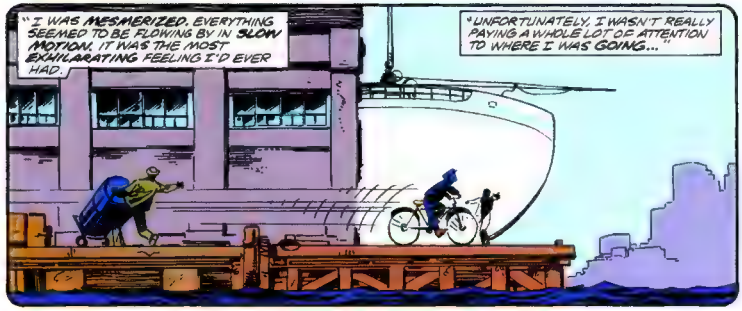
TOO LONG UNDERWATER, AND YOU BEGIN TO SUFFER FROM OXYGEN STARVATION.
TOO LONG ON THE SURFACE, AND THE REVERSE OCCURS
IN BOTH CASES, THE RESULT IS A KIND OF INTOXICATION.
YOU BECOME IRRATIONAL... INSANE!

MM... AND CLEARLY YOUR BLOOD RECIRCULATING DEVICE HAS THE DESIRED MODERATING EFFECT. OTHERWISE IT IS UNLIKELY YOU WOULD EVEN SURVIVE MAKING SUCH AN OBSERVATION.
BUT, I REMAIN CURIOUS. WHY THE INTENSE INTEREST IN MYSELF? YOU MUST HAVE SPENT YEARS WORKING ON THIS DEVICE.. WITH LITTLE OR NO HOPE OF RECOMPENSE.
I DID.

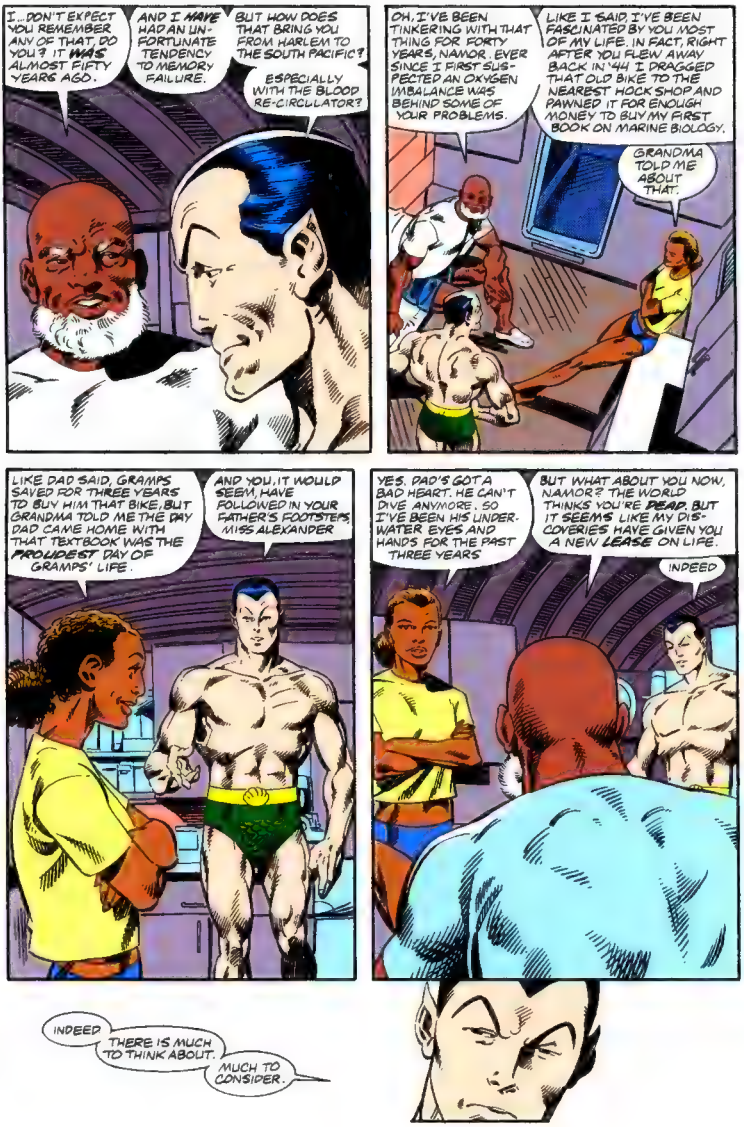
"BUT THEY WERE YEARS I'D NEVER HAVE HAD, BUT FOR YOU, NAMOR.
"BACK NEAR THE END OF THE WAR, I WAS JUST A KID, GROWING UP IN HARLEM.
"READING ABOUT THE ADVENTURES OF YOU SUPER-FOLKS WAS MY ONLY ESCAPE FROM DREARINESS.

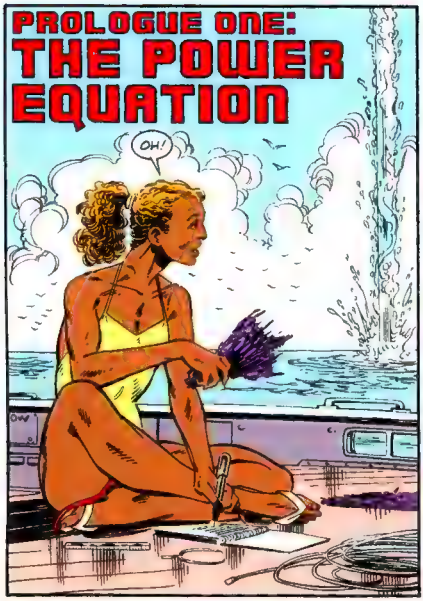
"THEN ONE DAY YOU AND CAPTAIN AMERICA AND THE ORIGINAL HUMAN TORCH WERE IN TOWN TO RECEIVE A SPECIAL COMMENDATION FROM THE MAYOR.
"I CUT SCHOOL TO SEE IT.

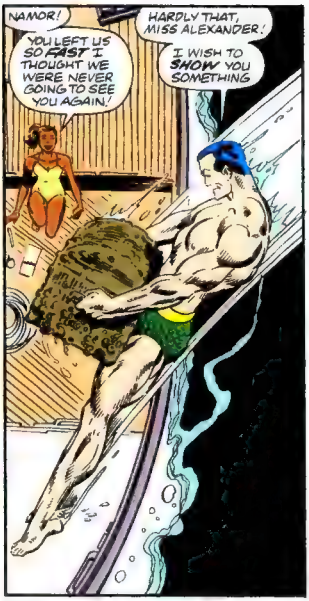

"AFTER THE AWARD CEREMONY YOU TOOK OFF. I JUMPED ON THE BIKE MY DAD HAD SCRIMPED AND SAVED FOR THREE YEARS TO BUY ME, AND CHASED AFTER YOU AS FAST AS MY LEGS COULD PUMP.


"I WAS MESMERIZED. EVERYTHING SEEMED TO BE FLOWING BY IN SLOW MOTION. IT WAS THE MOST EXHILARATING FEELING I'D EVER HAD.
"UNFORTUNATELY, I WASN'T REALLY PAYING A WHOLE LOT OF ATTENTION TO WHERE I WAS GOING..."

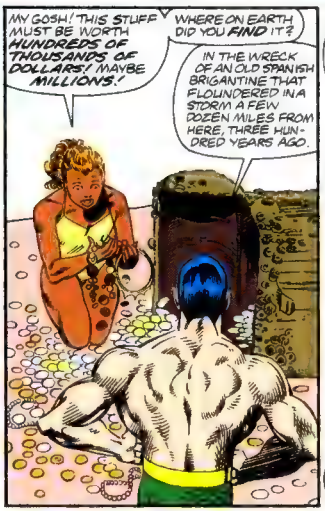
"WHEN I HIT THE END OF THAT PIER THE BIKE FLIPPED ME RIGHT OVER THE HANDLEBARS.
"MY TROUSER CUFF CAUGHT IN THE CHAIN AS I WENT FLYING...
"...AND THE NEXT THING I KNEW I WAS UNDER WATER...
"...WITH A BICYCLE THAT WEIGHED AS MUCH AS I DID PULLING ME DOWN.
"I REMEMBER TO THIS DAY HOW COLD THAT WATER WAS... HOW FOUL IT TASTED.
"AND I REMEMBER LOOKING UP AND SEEING THE DOCK WORKERS STANDING AT THE WATER'S EDGE.
"LOOKING DOWN AT ME.
"NOT DOING ANYTHING.
"AND THEN...
"YOU WERE THERE.
"YOU SAVED ME AND MY KILLER BIKE, FLEW US BOTH BACK TO THE DRY END OF THE DOCK.


I...DON'T EXPECT YOU REMEMBER ANY OF THAT, DO YOU? IT *WAS* ALMOST FIFTY YEARS AGO.
AND I *HAVE* HAD AN UNFORTUNATE TENDENCY TO MEMORY FAILURE.
BUT HOW DOES THAT BRING YOU FROM HARLEM TO THE SOUTH PACIFIC?
ESPECIALLY WITH THE BLOOD RE-CIRCULATOR?
OH, I'VE BEEN TINKERING WITH THAT THING FOR FORTY YEARS, NAMOR. EVER SINCE I FIRST SUSPECTED AN OXYGEN IMBALANCE WAS BEHIND SOME OF YOUR PROBLEMS.
LIKE I SAID, I'VE BEEN FASCINATED BY YOU MOST OF MY LIFE. IN FACT, RIGHT AFTER YOU FLEW AWAY BACK IN '44 I DRAGGED THAT OLD BIKE TO THE NEAREST HOCK SHOP AND PAWNED IT FOR ENOUGH MONEY TO BUY MY FIRST BOOK ON MARINE BIOLOGY.
GRANDMA TOLD ME ABOUT THAT.
LIKE DAD SAID, GRAMPS SAVED FOR THREE YEARS TO BUY HIM THAT BIKE, BUT GRANDMA TOLD ME THE DAY DAD CAME HOME WITH THAT TEXTBOOK WAS THE *PROUDEST* DAY OF GRAMPS' LIFE.
AND YOU, IT WOULD SEEM, HAVE FOLLOWED IN YOUR FATHER'S FOOTSTEPS, MISS ALEXANDER.
YES. DAD'S GOT A BAD HEART. HE CAN'T DIVE ANYMORE. SO I'VE BEEN HIS UNDERWATER EYES AND HANDS FOR THE PAST THREE YEARS.
BUT WHAT ABOUT YOU NOW, NAMOR? THE WORLD THINKS YOU'RE *DEAD*. BUT IT SEEMS LIKE MY DISCOVERIES HAVE GIVEN YOU A NEW *LEASE* ON LIFE.
INDEED.
INDEED.
THERE IS MUCH TO THINK ABOUT.
MUCH TO CONSIDER.

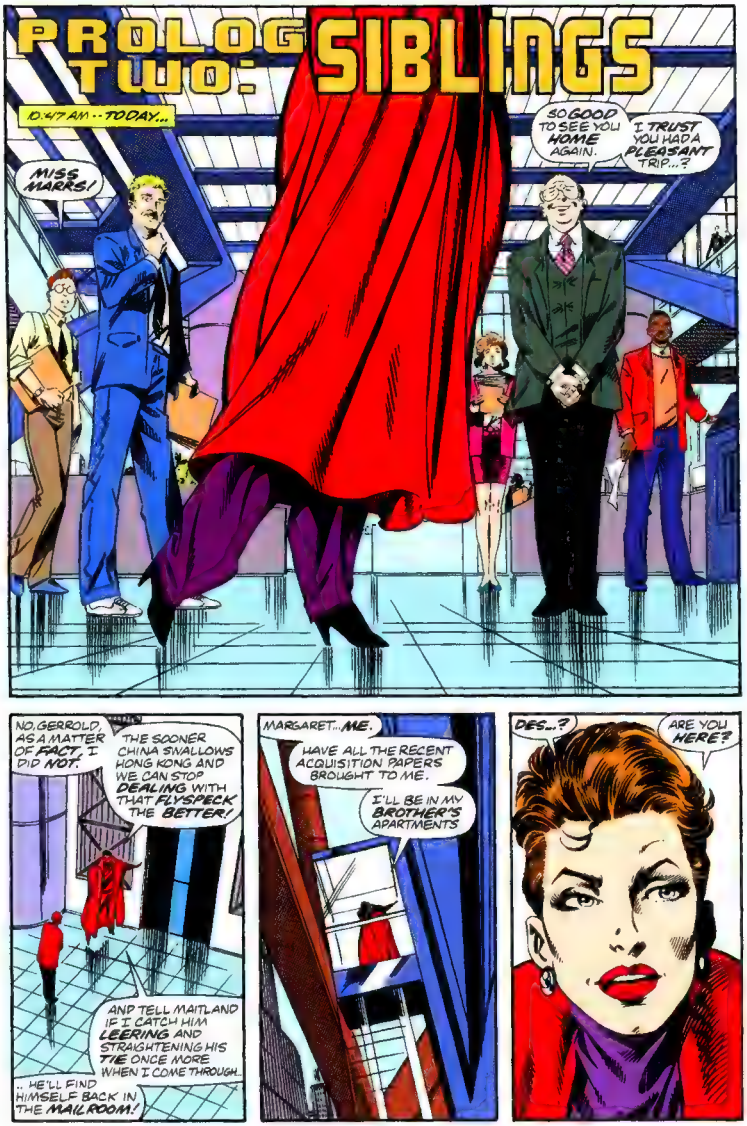

PROLOGUE ONE:
THE POWER EQUATION
OH!


NAMOR!
YOU LEFT US SO FAST I THOUGHT WE WERE NEVER GOING TO SEE YOU AGAIN!
HARDLY THAT, MISS ALEXANDER!
I WISH TO SHOW YOU SOMETHING

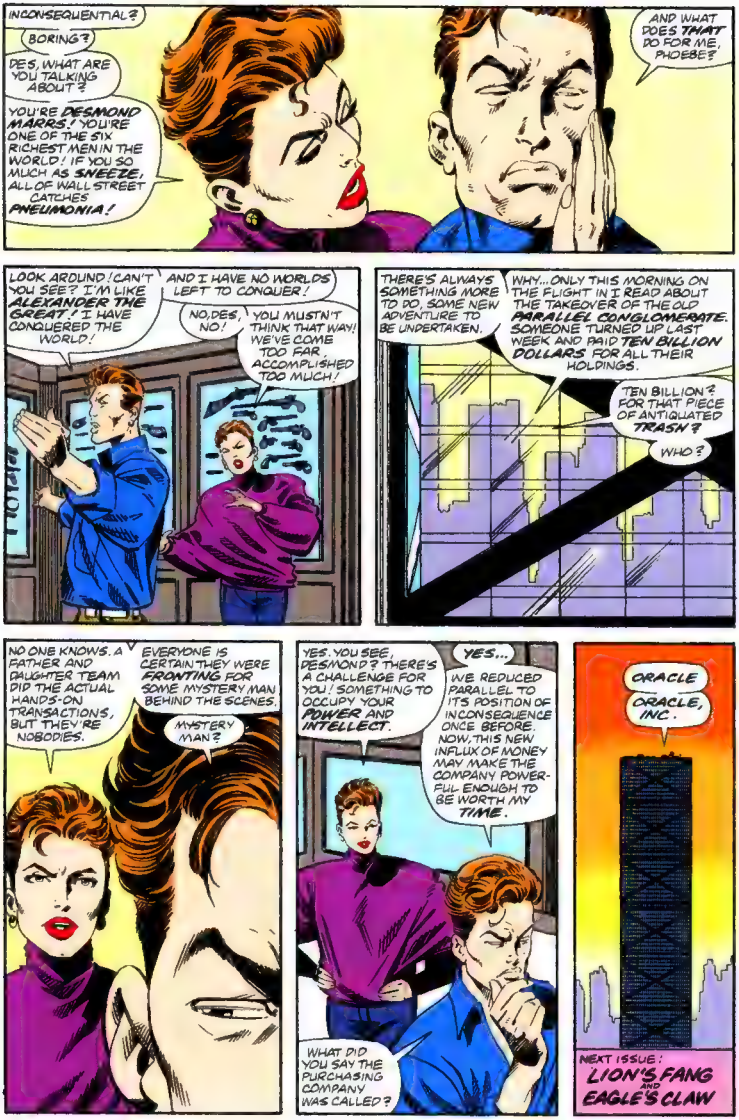
BEHOLD!
CRAKT


MY GOSH! THIS STUFF MUST BE WORTH HUNDREDS OF THOUSANDS OF DOLLARS! MAYBE MILLIONS!
WHERE ON EARTH DID YOU FIND IT?
IN THE WRECK OF AN OLD SPANISH BRIGANTINE THAT FLOUNDERED IN A STORM A FEW DOZEN MILES FROM HERE, THREE HUNDRED YEARS AGO.
THE LOCATION OF ALL SUCH WRECKS HAS LONG BEEN KNOWN TO MY PEOPLE, MISS ALEXANDER.
IN THE PAST, I HAVE OCCASIONALLY USED THEIR WEALTH TO FI-NANCE CERTAIN... PROJECTS.
I MEAN TO DO SO AGAIN.

"PROJECTS"..?
WHAT..?
I HAVE SPENT MUCH TIME IN THOUGHT SINCE LAST I SAW YOU. HUMANKIND HAS TREATED THE PLANET WE SHARE AS IF IT WERE A SINGLE VAST DISPOSABLE RESOURCE
IT IS NOT THE ECOLOGY WHICH SUPPORTS LIFE AS WE KNOW IT IS FRAIL. EACH DAY THE SURFACE DWELLERS DAMAGE IT IS A DAY THAT CANNOT EVER BE FULLY UNDONE.
YET, THERE IS A CHANCE THAT ONE MAN IN THE RIGHT PLACE, AT THE RIGHT TIME, COULD WORK THE MIRACLE NECESSARY TO SAVE THIS BATTERED PLANET.
PROVIDED, OF COURSE, THAT HE HAS SUFFICIENT POWER. I BELIEVE I HAVE THAT POWER. HERE, IN THE HIDDEN WEALTH OF THE OCEAN FLOOR.
THE ONLY POWER THE SURFACE DWELLERS TRULY COMPREHEND.
MONEY!
I HAVE A PLAN, MISS ALEXANDER, AND I WANT YOU AND YOUR FATHER TO HELP ME IN IT'S EXECUTION.
DAD AND ME?
WHY? HOW?
THE WORLD BELIEVES THE SUB-MARINER TO BE DEAD. IT IS MY INTENT TO ENCOURAGE THEM IN THAT MISAPPREHENSION.
HOWEVER, THIS MEANS I NEED HUMANS, SURFACE DWELLERS, TO BE MY INSTRUMENTS.
THAT IS WHY I WANT YOU AND YOUR FATHER TO JOIN ME, TO BE MY EYES AND EARS AND HANDS, AS YOU HAVE BEEN FOR CALEB.
THAT... AND BECAUSE IN THE WEEKS WE HAVE BEEN APART I HAVE COME TO WONDER HOW YOUR HAIR MIGHT LOOK, FLOATING ON A SWEET, WARM CURRENT.
OR HOW YOUR EYES MIGHT REFLECT THE FULL MOON OVER A CALM, DARK SEA.
OH!


PROLOG TWO: SIBLINGS
10:47 AM -- TODAY...
MISS MARRS!
SO GOOD TO SEE YOU HOME AGAIN.
I TRUST YOU HAD A PLEASANT TRIP...?
NO, GERROLD, AS A MATTER OF FACT, I DID NOT!
THE SOONER CHINA SWALLOWS HONG KONG AND WE CAN STOP DEALING WITH THAT FLYSPECK THE BETTER!
AND TELL MAITLAND IF I CATCH HIM LEERING AND STRAIGHTENING HIS TIE ONCE MORE WHEN I COME THROUGH...
.. HE'LL FIND HIMSELF BACK IN THE MAILROOM!
MARGARET... ME.
HAVE ALL THE RECENT ACQUISITION PAPERS BROUGHT TO ME.
I'LL BE IN MY BROTHER'S APARTMENTS
DES...?
ARE YOU HERE?

AH, BEVIS...
HAVE YOU SEEN MY BROTHER THIS MORNING?
I BELIEVE HE IS IN THE GUN ROOM, MISS.
OH... AND WELCOME HOME.
THANK YOU, BEVIS,
DES? ARE YOU...
DES!
DES! NO!
B-DAM
DESMOND! IN HEAVEN'S NAME, WHAT ARE YOU DOING?!?
WHAT DOES IT LOOK LIKE, PHOEBE?
I AM TRYING TO PUT AN END TO MY THOROUGHLY INCONSEQUENTIAL AND BORING EXISTENCE!


INCONSEQUENTIAL?
BORING?
DES, WHAT ARE YOU TALKING ABOUT?
YOU'RE DESMOND MARRS! YOU'RE ONE OF THE SIX RICHEST MEN IN THE WORLD! IF YOU SO MUCH AS SNEEZE, ALL OF WALL STREET CATCHES PNEUMONIA!
AND WHAT DOES THAT DO FOR ME, PHOEBE?
LOOK AROUND! CAN'T YOU SEE? I'M LIKE ALEXANDER THE GREAT! I HAVE CONQUERED THE WORLD!
AND I HAVE NO WORLDS LEFT TO CONQUER!
NO, DES, NO!
YOU MUSTN'T THINK THAT WAY! WE'VE COME TOO FAR, ACCOMPLISHED TOO MUCH!
THERE'S ALWAYS SOMETHING MORE TO DO, SOME NEW ADVENTURE TO BE UNDERTAKEN.
WHY... ONLY THIS MORNING ON THE FLIGHT IN I READ ABOUT THE TAKEOVER OF THE OLD PARALLEL CONGLOMERATE. SOMEONE TURNED UP LAST WEEK AND PAID TEN BILLION DOLLARS FOR ALL THEIR HOLDINGS.
TEN BILLION? FOR THAT PIECE OF ANTIQUATED TRASH?
WHO?
NO ONE KNOWS. A FATHER AND DAUGHTER TEAM DID THE ACTUAL HANDS-ON TRANSACTIONS, BUT THEY'RE NOBODIES.
EVERYONE IS CERTAIN THEY WERE FRONTING FOR SOME MYSTERY MAN BEHIND THE SCENES.
MYSTERY MAN?
YES. YOU SEE, DESMOND? THERE'S A CHALLENGE FOR YOU! SOMETHING TO OCCUPY YOUR POWER AND INTELLECT.
YES...
WE REDUCED PARALLEL TO ITS POSITION OF INCONSEQUENCE ONCE BEFORE. NOW, THIS NEW INFLUX OF MONEY MAY MAKE THE COMPANY POWERFUL ENOUGH TO BE WORTH MY TIME.
WHAT DID YOU SAY THE PURCHASING COMPANY WAS CALLED?
ORACLE
ORACLE, INC.
NEXT ISSUE:
LION'S FANG AND EAGLE'S CLAW

X-MEN
THE HIDDEN YEARS
FADE TO BLACK

FRIENDS AND ENEMIES

NEW YORK, NEW YORK.
NEAR THE HEART OF THIS EVER BUSTLING METROPOLIS, THE FAR-FAMED BAXTER BUILDING.
ONCE, AND NOT SO LONG AGO, ITS THIRTY-FIVE STORIES MADE IT ONE OF THE MOST IMPRESSIVE STRUCTURES OF AN IMPRESSIVE SKYLINE.
RECENT YEARS HAVE BROUGHT SURGES OF BUILDING THAT HAVE MUCH REDUCED THE PROMINENCE OF THIS ONCE MIGHTY TOWER.
IN FACT, IT MIGHT WELL HAVE FADED INTO COMPLETE OBSCURITY, PERHAPS EVEN SUCCUMBED TO DEMOLITION, BUT FOR ONE THING.
A FEW SHORT YEARS AGO IT'S TOPMOST FLOORS BECAME THE HEAD-QUARTERS OF A QUARTET OF EXTRAORDINARY INDIVIDUALS.
THE FANTASTIC FOUR!
MR. RICHARDS! THEY'RE COMING! JUST AS YOU PREDICTED!
JOHN BYRNE AND TOM PALMER WRITER - ARTISTS
LYSA HAWKINS ASSOC. EDITOR
JOE QUESADA EDITOR IN CHIEF
WITH GRATEFUL ACKNOWLEDGEMENT TO THE WORKS OF STAN LEE AND JOHN ROMITA

AND AT THIS MOMENT, THE TOWER AND ITS OCCUPANTS ARE THE VERY CENTER OF A MERCILESS HURRICANE CALLED WAR!
IT'S TOO SOON! TOO SOON! I MUST HAVE MORE TIME!
JOHNNY! TAKE TO THE ROOF! CRYSTAL, STAY AT THE MONITOR!
YOU GOT IT, BROTHER-IN-LAW!!
FLAME ON!
BEN--GET TO THE ELEVATOR! QUICK!
THE WHOLE WORLD'S GONE BANANAS!
AN ATTACKIN' ARMY--COMIN' UP BY ELEVATOR!
IF THE BLASTED THING WUZ OUTTA ORDER THEY'D PROBLY CALL OFF THE WHOLE WAR!
WELL, AIN'T NO SENSE JUST WAITIN' FOR 'EM!
I CAN GET 'EM UP HERE A HECKUVA LOT FASTER THAN THESE CRUMMY CABLES CAN!

"IT'S LIKE PLAYIN' WITH AN OVERSIZED YO-YO--HEY..!!!"
MR. RICHARDS! THE MONITORS SHOW BEN GRIMM HAS FALLEN!
CRYSTAL! WITH YOUR ELEMENTAL POWERS...
...CAN YOU HOLD THEM LONG ENOUGH?
I SHALL NOT FAIL YOU!
CRYSTAL AND THE OTHERS CAN ONLY HOLD BACK THOSE TROOPS FOR A FEW MINUTES!
BUT I MAY NEED HOURS YET TO COMPLETE A WEAPON I CAN BE SURE WILL DEFEAT MAGNETO.
CHARLES XAVIER! HAVE THE X-MEN COME TO HELP FIGHT BACK THIS INVASION?
BUT I HAVE MADE A CLOSE STUDY OF MAGNETO'S ATTACK PLAN, AND I BELIEVE I HAVE DISCOVERED HIS WEAKNESS.
I MAY BE ABLE TO ASSIST YOU THERE, OLD FRIEND.
THEY ARE FAR FROM HERE, FAR FROM ANY HOPE OF HELPING YOU.

"IT DEPENDS ON YOUR GENIUS NOW TO FIND A WAY TO EXPLOIT IT..."
ONCE AGAIN, X-MEN, YOU SEE HOW EASY IT IS FOR THE MOLE MAN TO DEFEAT YOU!
YOUR SMALL DEATHS WILL BE BUT THE FIRST IN A LONG SYMPHONY OF CARNAGE...
IT THUS BEHOOVES THE BELLICOSE BEAST TO PUT A CODA ON YOUR DISHARMONIC DESIGNS!
...LEADING TO MY ULTIMATE CONQUEST OF THE SURFACE WORLD!
YOUR MELODIC METAPHOR SEEMS MOST INAPPROPRIATE TO THE MOMENT, MOLE.
NO! THOSE BONDS ARE STRONG ENOUGH TO HOLD TEN MEN!
LAST ISSUE - LYSA
IF EACH WERE A NINETY-EIGHT POUND WEAKLING IN THE CLASSIC MODE, PERHAPS!
BUT THIS LITTLE X-MAN IS MORE IN THE MODEL OF A DOZEN SCHWARZEN-NEGGERS...
...ALBEIT SOMEWHAT MORE ELOQUENT OF EXPRESSION!
NICE WORK, HANK!
FREE JEAN AND BOBBY WHILE I EXTEND THE MOLE'S METAPHOR TO A LITTLE ROCK AND ROLL...

OR SHOULD I SAY ROLLING ROCKS?
MAYBE YOU SHOULD STICK TO BEING THE SOMBER ONE FOR THE GROUP, SCOTT!
OUCH!
HUMOR JUST AIN'T YOUR STRONG SUIT!
NOW, LEMME PUT A FAST FREEZE ON MR. MOLEY, AND...
FOOL!
ALWAYS YOU THINK THE LEAST SET-BACK REPRESENTS MY TOTAL DEFEAT!
BUT YOUR EYES ARE BLIND TO THE THOUSAND DANGERS OF MY UNDERWORLD KINGDOM!
GAH!!
AVAL-ANCHE!

GET BEHIND ME, PEOPLE!
MY EYEBEAMS CAN POWDER THESE ROCKS BEFORE THEY GET ANYWHERE NEAR US!
AN ADMIRABLE STOP-GAP, FEARLESS LEADER!
...BUT I FEAR I MUST POINT OUT THE MANY LAYERS OF THE MOLE MAN'S ATTACK.
SPECIFICALLY, THE LAYERED STRATA OF THE VAULTED CEILING ABOVE US!
THE WHOLE ROOF IS COMING DOWN!
GET OUT EVERYONE! I'LL HOLD BACK THE FALL UNTIL YOU'RE CLEAR!
SCOTT! NO! HOW WILL YOU GET OUT?!
THEN ?
I WAS FLYING DOWN A HUGE UNDERGROUND TUNNEL...
...THERE WAS... A SUDDEN CLOUD OF... DUST..?*
WHAT... HAPPENED..?
AND AS THE X-MAN KNOWN AS MARVEL GIRL SPEAKS THESE AGONIZED WORDS...
...ANOTHER MEMBER OF OUR FAR-FLUNG CAST RETURNS TO WAKEFULNESS...
*LAST ISSUE ANGEL WAS INTERCEPTED BY IKARUS AND PIXIE OF THE STILL-SECRETIVE ETERNALS - LYSA

YOW!
SAVE THE HEAD-SCRATCHING FOR LATER, YOUNG WORTHINGTON!
LOOKS LIKE YOU'VE FOUND THE REST OF THE X-MEN...
"AND AS USUAL, THEY'RE IN TROUBLE!"
NO TIME TO DEBATE, JEANIE!
THE THREE OF YOU HAVE THE BEST CHANCE OF GETTING OUT OF THIS MESS AND FINISHING OUR BUSINESS WITH THE MOLE MAN!
BUT--WE CAN'T ESCAPE AT THE EXPENSE OF YOUR LIFE, SCOTT!
AND YOU WON'T HAVE TO, BEAUTIFUL!
KEEP BLASTING, CYKE!
JUST LET AIR ANGEL TAKE CARE OF THE REST!
WARREN!
"IT'S FINISHED! AT LAST!
BUT THERE'S NO TIME FOR TESTING! IT HAS TO WORK, OR THE EARTH WILL BECOME A BLOOD BATH!

IT WILL WORK, REED. IT MUST.
MAGNETO IS USING SOME KIND OF HARNESS TO TAP INTO THE ELECTROMAGNETIC FIELDS OF THE EARTH ITSELF!
ONLY IN THAT WAY CAN HE BOLSTER HIS FAILING MUTANT MAGNETISM!
AND IF I'VE DONE MY JOB RIGHT, THIS DEVICE WILL FINISH MAGNETO AND HIS THREAT!
HEY! HOW CAN A LITTLE GIZMO LIKE THAT PUT THE KIBOSH ON MAGNETO?
STOW IT, BEN. HEAD FOR THE ROOF.
JOHNNY IS WARMING UP THE FANTASTICAR.
"THE COUNT-DOWN HAS BEGUN!!!"
WHAT..?? YOU SAY THE FANTASTIC FOUR DARED TO RESIST YOU?
WE FELLED THE MIGHTY THING WITH OUR FIRST ASSAULT, O MAGNETO...
...BUT HE RECOVERED AND WITH HIS PARTNERS AT HIS SIDE...

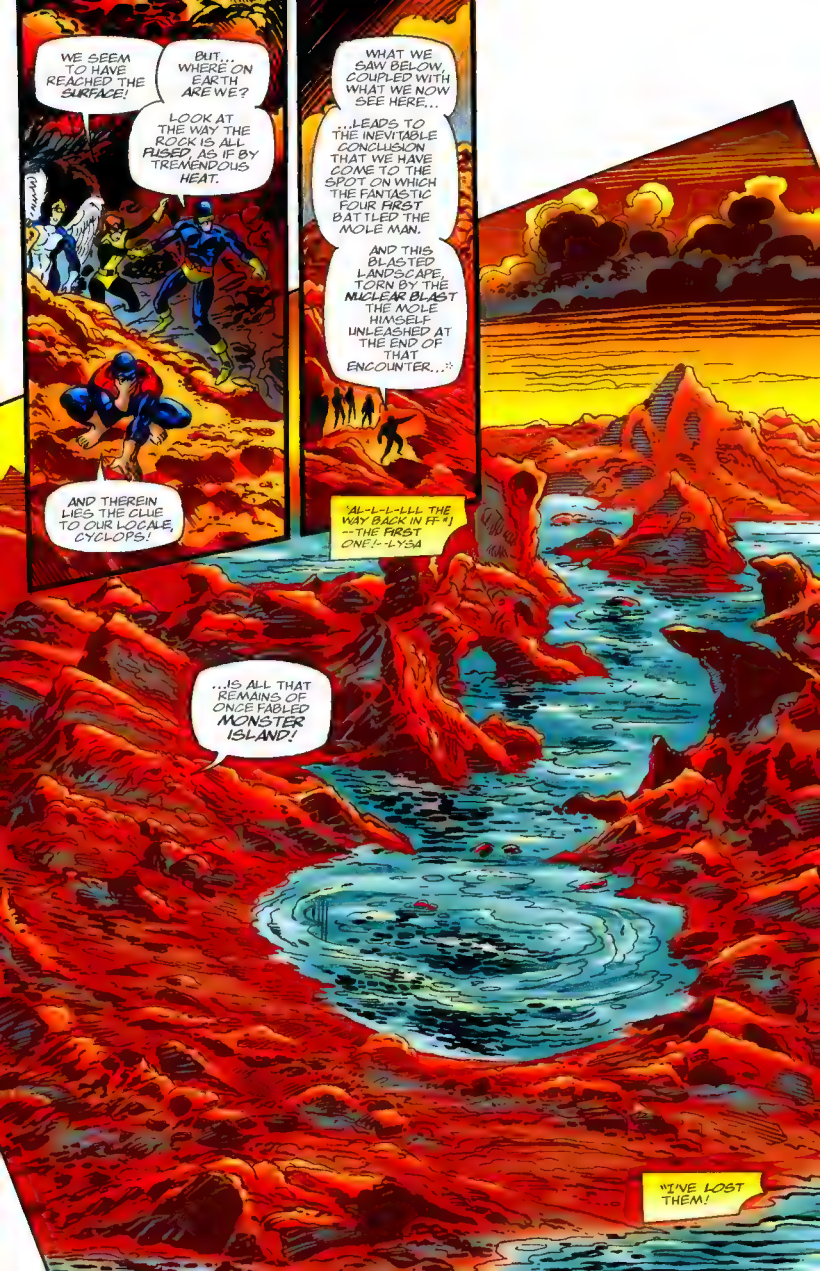
BUNGLING FOOLS! I SHALL DEAL WITH THEM MYSELF!
AND YOU SHALL HAVE YOUR CHANCE, MAGNETO!
LOOK!
HOLD YOUR FIRE! MY MAGNETIC POWER WILL STOP THEM FROM CRASHING INTO US!
WE HAVE NO INTENTION OF CRASHING, MAGNETO!
MAGNETO! THEY CARRY SOME SORT OF WEAPON!
BAH!
HAVE I NOT DEMONSTRATED THAT NO WEAPON CAN HARM ME?
LET THE DOOMED ONES APPROACH!
ALL STAND BACK! HOLD YOUR FIRE UNTIL MY COMMAND!
THE TIME HAS COME! HEAR ME, WARRIORS OF ATLANTIS! ONLY NAMOR COMMANDS YOU ONCE MORE!
BY MY ELEMENTAL POWER--LET THE SKIES GROW DARK! LET THE LIGHTNING FLASH!

PERFECT! THAT GAVE ME THE SPLIT SECOND I NEEDED!
NOW, MAGNETO! DO YOUR WORST!
THINK AGAIN, MAGNETO!
THIS IS NO ORDINARY WEAPON. IT IS AN ELECTRO-MAGNETIC CONVERTER!
THE MORE ENERGY YOU EMIT, THE MORE IS DIRECTED BACK, AGAINST YOU!
NO! THE MORE MAGNETIC FORCE I HURL--THE MORE I TRAP MYSELF WITHIN THIS CONE!
FREE THE CAPTIVES! HE CANNOT STOP US NOW!
SO IS MAGNETO IMPRISONED BY THE SAME FORCES HE HAS SOUGHT ALWAYS TO MASTER!
RICHARDS, YOU ARE MAD! ONE MAGNETIC BLAST WILL DESTROY YOU AND YOUR WEAPON!
MY DARLING! YOU DID IT! YOU DEFEATED MAGNETO--WITHOUT A SINGLE CASUALTY!
BUT THE INVASION IS ENDED! WE RETURN NOW TO ATLANTIS!
BUT WHAT OF THE SUB-MARINER? HE HAS BEEN BETRAYED BY MAGNETO...
...BUT WILL HE END HIS ATTACK NOW THAT HE KNOWS HIMSELF TO HAVE BEEN DUPED?
WARRIORS! YOU HAVE CONDUCTED YOURSELVES WITH HONOR.

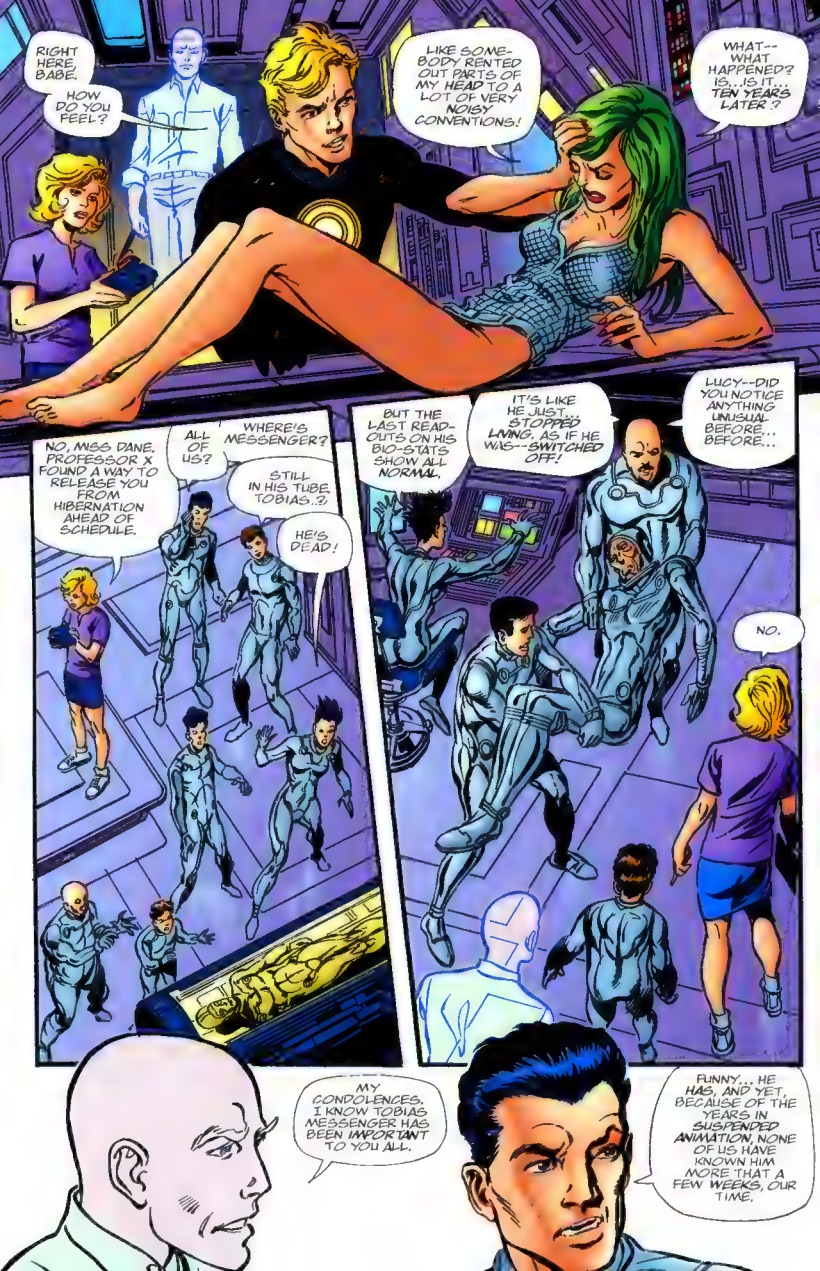
I WANT TO THANK YOU, NAMOR, FOR TRUSTING US, FOR GAINING US TIME.
NAMOR HAS NO NEED OF YOUR GRATITUDE.
THERE CAN NEVER BE A TRUE ALLIANCE BETWEEN US--NOT SO LONG AS YOU AIR-BREATHERS HATE AND FEAR ALL THAT IS DIFFERENT!
I LEAVE YOU TO YOUR WORLD OF STRIFE AND NEVER-ENDING WAR.
AIN'T THAT SOMETHIN'! HIM ONE'A THE WORLD'S BIGGEST SCRAPPERS...
...DISSIN' US FER BEIN' WARLIKE!
BUT...WHAT ABOUT THIS CREEP? DO I GET TA CLOBBER HIM A LITTLE?
THE ENERGY CONE IS NOW SELF-MAINTAINING, BENJAMIN.
IT WILL HOLD UNTIL THE MILITARY ARRIVES.
THEN THAT WRAPS IT UP! OUR JOB IS FINISHED.
NO, BEN GRIMM, I FEAR THERE IS BUT SMALL TRUTH IN YOUR WORDS.
THE SUB-MARINER IS RIGHT. AS A MUTANT HIMSELF, HE KNOWS TOO WELL THE STING OF SENSELESS PREJUDICE.
FROM THE DAYS OF HITLER'S REICH TO OUR OWN TROUBLED TIMES...

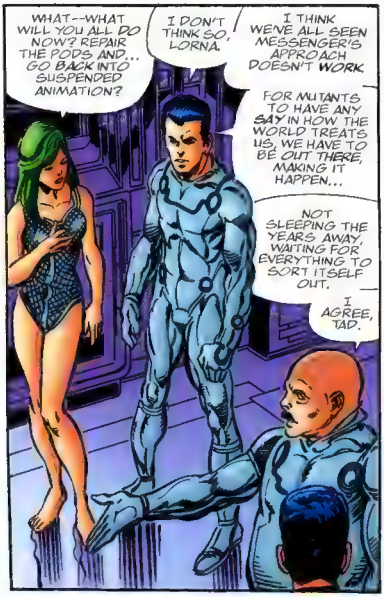
"...HE HAS KNOWN HOW I IS TO BE AN OUTCAST FROM ALL THE WORLD."
IT'S NO USE, CHILDREN.
THAT CAVE-IN FILLED THE WHOLE CHAMBER, WITH THE MOLE MAN ON THE OTHER SIDE.
BUT... WE'RE NOT JUST GONNA WALK AWAY, ARE WE?
WE GOTTA FIND A WAY TO GO KICK HIS...
EASY, BOBBY.
ANGEL HAS SOMETHING TO TELL US...
READ MY MIND, DIDJA, JEANIE?
YEAH-- PROFESSOR X SENT ME TO FIND YOU GUYS, 'CAUSE WE GOT BIG TROUBLE TOPSIDE.
I DUNNO.
I AM. I WAS. I...
OH? I THOUGHT YOU WERE MAD AT X, BOBBY?
BOBBY... I COULDN'T HELP NOTICING HOW YOU STUCK UP FOR THE PROF WHEN MESSENGER WAS BAD MOUTHING HIM.
AND WHILE WE'RE IN A PONDERING MOOD...
WE'RE MILES FROM WHERE WE ENTERED THE SUBTERRANEAN WORLD.
HOW DID YOU FIND US, IN THIS GREAT MAZE OF TUNNELS.
THE ONLY THING IS...
I GUESS--I'M NOT READY TO COME BACK TO THE FOLD, BUT THINKING ABOUT IT...
...I REALIZED XAVIER DIDN'T PLAN TO FAKE HIS OWN DEATH.
HE HAD NO WAY OF KNOWING THE CHANGELING WOULD BE KILLED BY GROTESK.
IN XHY 19 - LYSA
SEEN ORIGINALLY IN UNCANNY X-MEN #42 - LYSA

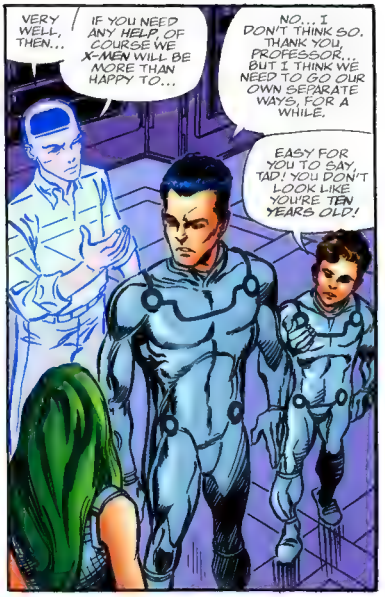
GOOD MAN, BOBBY.
XAVIER ENLISTED THE HELP OF THE CHANGELING SO HE COULD WORK UNDISTRACTED ON A DEFENSE AGAINST THE ALIEN Z'NOXX.
BUT HE NEVER INTENDED TO TRICK US INTO THINKING HE HAD DIED.
AHOY, FELLOW TROGLODYTES! THERE IS LIGHT ABOVE US!
BUT, ALAS, ONLY THE MEREST SLIVER OF SUNLIGHT PENETRATES THESE STYGIAN DEPTHS!
THE WAY IS BLOCKED.
NOT FOR LONG, LITTLE PARTNER!
SRA-KA-KOW!!
STEP BACK, HANK...
...AND LET ME ENLARGE THAT HOLE A BIT!

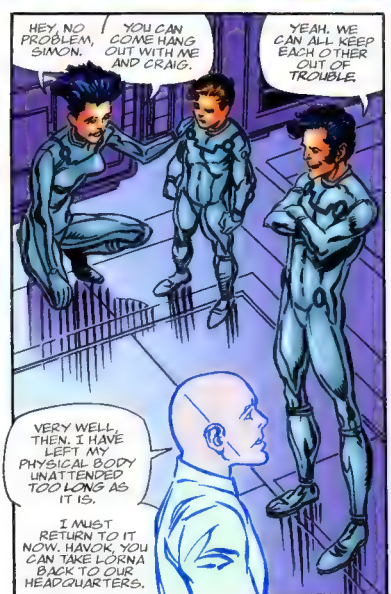

WE SEEM TO HAVE REACHED THE SURFACE!
BUT... WHERE ON EARTH ARE WE?
LOOK AT THE WAY THE ROCK IS ALL FUSED AS IF BY TREMENDOUS HEAT.
AND THEREIN LIES THE CLUE TO OUR LOCALE, CYCLOPS!
WHAT WE SAW BELOW, COUPLED WITH WHAT WE NOW SEE HERE...
...LEADS TO THE INEVITABLE CONCLUSION THAT WE HAVE COME TO THE SPOT ON WHICH THE FANTASTIC FOUR FIRST BATTLED THE MOLE MAN.
AND THIS BLASTED LANDSCAPE, TORN BY THE NUCLEAR BLAST THE MOLE HIMSELF UNLEASHED AT THE END OF THAT ENCOUNTER...
'AL-L-L-LLL THE WAY BACK IN FF #1 --THE FIRST ONE!--LYSA
...IS ALL THAT REMAINS OF ONCE FABLED MONSTER ISLAND!
"I'VE LOST THEM!

FINALLY! I WAS AFRAID I WAS GONNA HAVE TO KILL SOMEONE TO MAKE THEM STOP CHASING ME.
NEVER AN OPTION, HAVOK.
PROFESSOR!
YEAH... I KNOW. ONLY THE BAD GUYS KILL.
SPEAKING OF WHICH-- WHAT'S UP WITH MAGNETO?
DEFEATED BY THE FANTASTIC FOUR.
THE FIRST TIME I HAVE SEEN HIM FALL IN A TRUE DEFEAT. IT WILL BE SOME WHILE BEFORE WE NEED CONCERN OURSELVES AGAIN WITH HIM.
A LESSON MANY LEARN, ALEX SUMMERS.
AND NOT ALL ARE MUTANTS. SOMETIME NO MORE THAT A SLIGHT DIFFERENCE OF FAITH IS ENOUGH.
...FOR NO MORE REASON THAT MY GENES GOT LINED UP DIFFERENTLY THAN THEIRS!
ANY ONE OF THOSE NORMAL, DECENT, UPRIGHT AMERICAN CITIZENS WOULD HAVE CHEERFULLY KILLED ME...
COME--THE WAY IS CLEAR, AND IN ANY CASE, NOW THAT I AM WITH YOU I CAN USE MY TELEPATHIC POWERS TO PREVENT FURTHER ATTACKS.
MAYBE... BUT I'VE JUST HAD MY FIRST IN-YOUR-FACE TASTE OF ANTI-MUTANT HYSTERIA--AND IT'S GONNA TAKE ME A WHILE TO FORGET IT.
SUCH IS THE YOKE HUMANITY MUST, IT SEEMS, EVER WEAR.
"ALEX ?"


RIGHT HERE, BABE.
HOW DO YOU FEEL?
LIKE SOME-BODY RENTED OUT PARTS OF MY HEAD TO A LOT OF VERY NOISY CONVENTIONS!
WHAT--WHAT HAPPENED? IS...IS IT... TEN YEARS LATER?
NO, MISS DANE. PROFESSOR X FOUND A WAY TO RELEASE YOU FROM HIBERNATION AHEAD OF SCHEDULE.
ALL OF US?
WHERE'S MESSENGER?
STILL IN HIS TUBE, TOBIAS..?
HE'S DEAD!
BUT THE LAST READ-OUTS ON HIS BIO-STATS SHOW ALL NORMAL.
IT'S LIKE HE JUST... STOPPED LIVING. AS IF HE WAS--SWITCHED OFF!
LUCY--DID YOU NOTICE ANYTHING UNUSUAL BEFORE... BEFORE...
NO.
MY CONDOLENCES. I KNOW TOBIAS MESSENGER HAS BEEN IMPORTANT TO YOU ALL.
FUNNY... HE HAS, AND YET, BECAUSE OF THE YEARS IN SUSPENDED ANIMATION, NONE OF US HAVE KNOWN HIM MORE THAT A FEW WEEKS, OUR TIME.

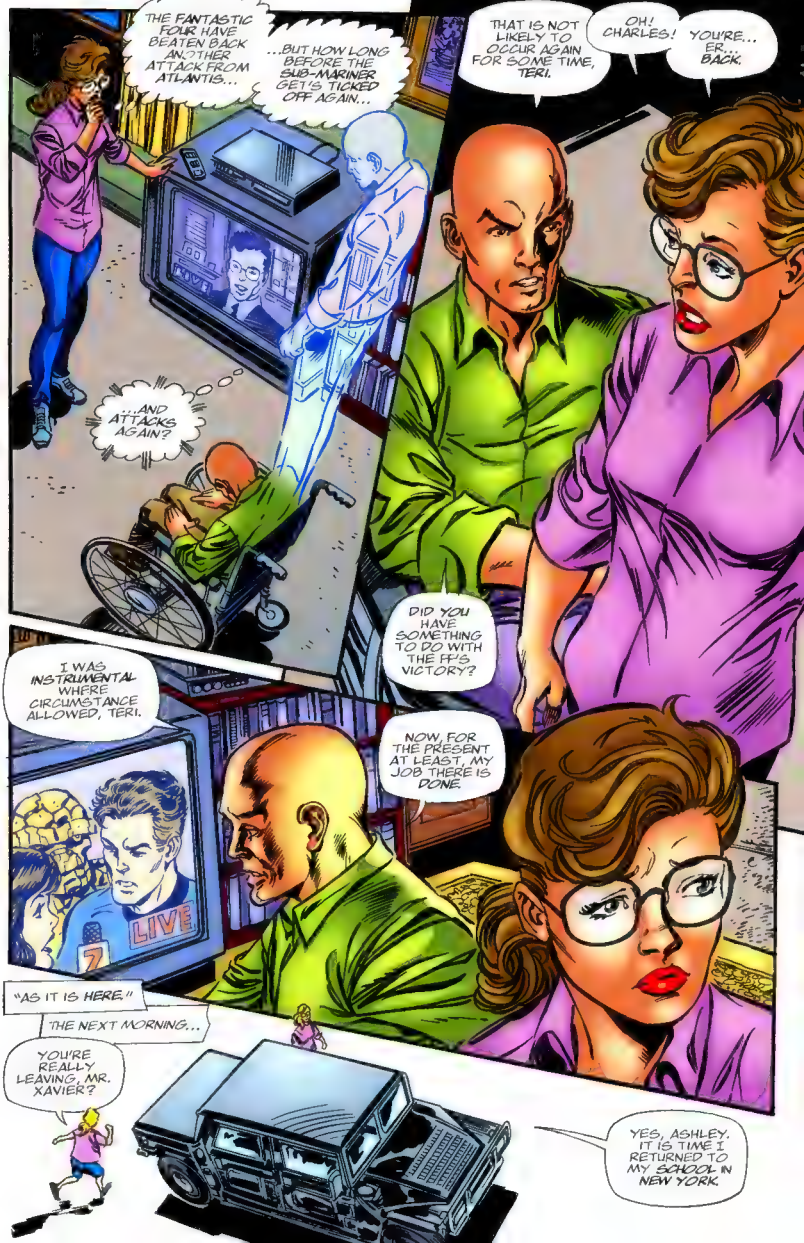

WHAT--WHAT WILL YOU ALL DO NOW? REPAIR THE PODS AND... GO BACK INTO SUSPENDED ANIMATION?
I DON'T THINK SO, LORNA.
I THINK WE'VE ALL SEEN MESSENGER'S APPROACH DOESN'T WORK.
FOR MUTANTS TO HAVE ANY SAY IN HOW THE WORLD TREATS US, WE HAVE TO BE OUT THERE, MAKING IT HAPPEN...
NOT SLEEPING THE YEARS AWAY, WAITING FOR EVERYTHING TO SORT ITSELF OUT.
I AGREE, TAD.

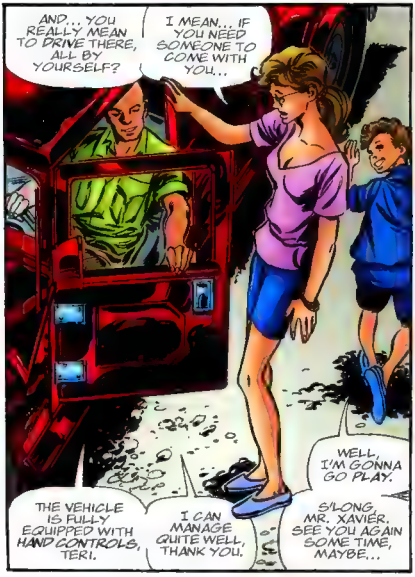

VERY WELL, THEN...
IF YOU NEED ANY HELP OF COURSE WE X-MEN WILL BE MORE THAN HAPPY TO...
NO... I DON'T THINK SO. THANK YOU, PROFESSOR... BUT I THINK WE NEED TO GO OUR OWN SEPARATE WAYS, FOR A WHILE.
EASY FOR YOU TO SAY, TAD! YOU DON'T LOOK LIKE YOU'RE TEN YEARS OLD!


HEY, NO PROBLEM, SIMON.
YOU CAN COME HANG OUT WITH ME AND CRAIG.
YEAH. WE CAN ALL KEEP EACH OTHER OUT OF TROUBLE.
VERY WELL, THEN. I HAVE LEFT MY PHYSICAL BODY UNATTENDED TOO LONG AS IT IS.
I MUST RETURN TO IT NOW, HAVOK. YOU CAN TAKE LORNA BACK TO OUR HEADQUARTERS.

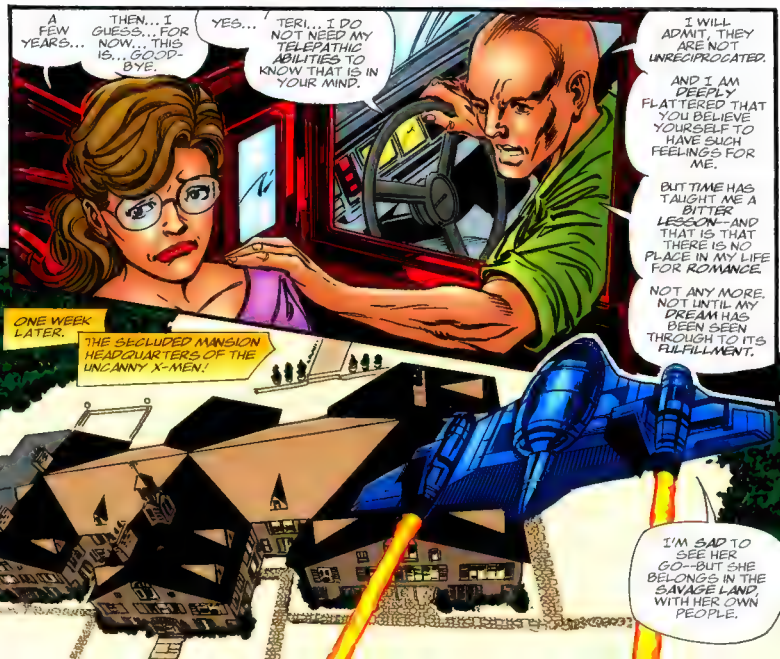
"GOOD LUCK TO ALL OF YOU."
WELL, TOBIAS...
I GUESS THIS IS THE END. NOT QUITE THE ONE YOU HAD IN MIND, ALL THOSE YEARS AGO.
MAYBE YOU SHOULD HAVE THOUGHT IT THROUGH A LITTLE MORE.
MAYBE YOU SHOULD HAVE GIVEN SOME CONSIDERATION TO THE PRICE YOU WERE ASKING OF PEOPLE.
WHOLE LIVES ABANDONED, GAMBLING ON A FUTURE YOU ONLY THOUGHT WOULD HAPPEN.

I THINK THE FUTURE IS GOING TO BE BETTER THAN YOU THOUGHT, TOBIAS.
THE WORLD HAS CHANGED A LOT IN THE LAST THIRTY YEARS OR SO.
THERE'S STILL PREJUDICE--BUT PEOPLE ARE WORKING HARD TO GET RID OF IT.
AND MAYBE---MAYBE WITH SOMEONE LIKE ME OUT THERE, SOMEONE WITH MY POWERS...
TEK
...WELL, I CAN SORT OF NUDGE PEOPLE IN THE RIGHT DIRECTION.
YOU TAUGHT ME HOW TO DO IT. AND RIGHT NOW, BETTER THAN ANYONE, YOU KNOW HOW IRRESISTIBLE I CAN BE...
...WHEN I MAKE A SUGGESTION.
DUNFEE, ILLINOIS.
TWO HOURS LATER.
IT'S OVER!


THE FANTASTIC FOUR HAVE BEATEN BACK ANOTHER ATTACK FROM ATLANTIS...
...BUT HOW LONG BEFORE THE SUB-MARINER GET'S TICKED OFF AGAIN...
...AND ATTACKS AGAIN?
THAT IS NOT LIKELY TO OCCUR AGAIN FOR SOME TIME, TERI.
OH! CHARLES!
YOU'RE... ER... BACK.
DID YOU HAVE SOMETHING TO DO WITH THE FF'S VICTORY?
I WAS INSTRUMENTAL WHERE CIRCUMSTANCE ALLOWED, TERI.
NOW, FOR THE PRESENT AT LEAST, MY JOB THERE IS DONE.
LIVE
"AS IT IS HERE."
THE NEXT MORNING...
YOU'RE REALLY LEAVING, MR. XAVIER?
YES, ASHLEY. IT IS TIME I RETURNED TO MY SCHOOL IN NEW YORK.


AND... YOU REALLY MEAN TO DRIVE THERE, ALL BY YOURSELF?
I MEAN... IF YOU NEED SOMEONE TO COME WITH YOU...
THE VEHICLE IS FULLY EQUIPPED WITH HAND CONTROLS, TERI.
I CAN MANAGE QUITE WELL, THANK YOU.
WELL, I'M GONNA GO PLAY.
S'LONG, MR. XAVIER. SEE YOU AGAIN SOME TIME, MAYBE...

...WILL WE, CHARLES? SEE YOU AGAIN, I MEAN?
OF COURSE, TERI. I HAVE FINISHED MONITORING ASHLEY'S RECOVERY...
...BUT IN A FEW YEARS, IT WILL BE TIME TO REMOVE THE BLOCK I HAVE PLACED IN HER MIND...
...AND LET HER POWER MANIFEST NATURALLY.


A FEW YEARS...
THEN... I GUESS... FOR NOW... THIS IS... GOOD-BYE.
YES...
TERI... I DO NOT NEED MY TELEPATHIC ABILITIES TO KNOW THAT IS IN YOUR MIND.
I WILL ADMIT, THEY ARE NOT UNRECIPROCATED.
AND I AM DEEPLY FLATTERED THAT YOU BELIEVE YOURSELF TO HAVE SUCH FEELINGS FOR ME.
BUT TIME HAS TAUGHT ME A BITTER LESSON--AND THAT IS THAT THERE IS NO PLACE IN MY LIFE FOR ROMANCE.
NOT ANY MORE. NOT UNTIL MY DREAM HAS BEEN SEEN THROUGH TO ITS FULFILLMENT.
ONE WEEK LATER.
THE SECLUDED MANSION HEADQUARTERS OF THE UNCANNY X-MEN!
I'M SAD TO SEE HER GO--BUT SHE BELONGS IN THE SAVAGE LAND WITH HER OWN PEOPLE.

AVIA SEEMED GLAD TO BE HOME, ANGEL...
...THOUGH EVEN LACKING THE POWER OF SPEECH SHE WAS STILL ABLE TO EXPRESS HER FEELINGS FOR YOU.
I'M SURE WE'LL ALL SEE HER AGAIN, SOME DAY.
HECK, SOMETIMES IT SEEMS LIKE WE SHOULD HAVE A SECOND H.Q. IN THE SAVAGE LAND, WE'RE THERE SO OFTEN!
INDEED... BUT, WHERE ARE THE REST OF OUR MERRY MUTANTS?
THE MANSION SEEMS DISTURBINGLY STILL AND SILENT.
MAYBE THEY'RE IN HERE...
THE DANGER ROOM? BUT NO EXERCISES ARE SCHEDULED FOR...
SURPRISE!!!
HAPPY BIRTHDAY, HANK!!
OH MY STARS AND GARTERS!

I HAD COMPLETELY FORGOTTEN TODAY WAS THE JUBILEE OF MY GENESIS!
YOU KNOW JEAN WOULD NEVER FORGET SOMETHING LIKE THAT, McCOY!
OR ALLOW IT TO PASS UNCOMMEMORATED!
BADOOSH!
HOW DOES IT FEEL ON THE OTHER SIDE, BIG GUY?
OTHER SIDE?
YOU'RE TWENTY TODAY, HANK! SCOTTIE AND I ARE NIPPING AT YOUR HEELS...
...BUT YOU'RE THE FIRST OF US TO CROSS OVER FROM BEING A TEENAGER!
YOU ARE QUITE RIGHT, MASTER WORTHINGTON...
...AND I MUST CONFESS IN THIS A SMALL DEGREE OF SADNESS!
WHY, HANK?
FOR ALL OUR TIME TOGETHER, THE POPULAR PRESS HAS OFT REFERRED TO WE X-MEN AS "THE STRANGEST TEENS OF ALL", CANDY.
NOW... THAT NOMENCLATURE CAN NO LONGER APPLY!
I WOULDN'T WORRY TOO MUCH ABOUT THAT, HANK!
AFTER ALL... WE'RE NOT EXACTLY ALL X-MEN EITHER!!
...AND THEY FOUGHT HAPPILY EVER AFTER!

MARVEL MASTERS
THE RISE OF
JOHN BYRNE

By Mike Conroy

Born in Walsall, Staffordshire in July 6, 1950, **John Lindley Byrne** was eight when his family emigrated to Canada, where he became a citizen in 1964. Six years later, he enrolled at Calgary's Alberta College of Art and Design, which he left in 1973 without graduating.

While there he created Gay Guy for the Emery Weal, the student newspaper of the Southern Alberta Institute of Technology, of which ACA was a part. The strip, a superhero parody, poked fun at the campus stereotype of homosexuality among art students and is notable for featuring a prototype of Snowbird, the character Byrne would later introduce into the Marvel Universe in 1970's Claremont-written **Uncanny X-Men #120** as a member of Canada's Alpha Flight team.

"I started drawing when I was a very small child," explained Byrne. "I remember sitting on my grandfather's lap, drawing a picture of a horse on a chalkboard as he guided my hand. My parents still have that chalkboard drawing. It's the earliest known John Byrne original! I'm almost entirely self-taught as an artist, except for a while when I attended the Alberta College of Art in Calgary. I didn't really publish much 'fan' art at all. Around 1975, I did do some drawings for a fanzine called CPL, which also helped launch the careers of **Roger Stern** and **Bob Layton**. But I went professional so soon after that – that very year, in fact – that I would call that my 'non-pro' as opposed to my 'fan' period. Within a few months, I was working for Charlton, and then I began drawing for Marvel.

"But I really started out to be a writer," he revealed. "I was very involved with science fiction in high school, and during that time, at about age 15 or 16, I wrote about 15 novels and it must be over 500 short stories. My parents' closet is still full of them! The good ones eventually got turned into comicbook stories, by the way – for example, the Galactus story in **Fantastic Four #262** is based on one of those old stories I wrote then."

His earliest comicbook work appeared as **ACA Comix #1**. Published as part of the 1971 students' exhibition and with a print run limited to 500 copies, it consisted of a sword and sorcery story he wrote and drew. "*The Death's Head Knight* was a project done for the Alberta College of Art, which I was attending at the time. The curator of the gallery had brought in a comic art show, and needed a 'brochure' to be given away at the door. He asked me if I could prepare something on relatively short notice, and I did, some 20 pages, each double-width."

His professional debut came in 1974 when he pencilled *The Castle* – a two-page story written by **Al Hewetson** – for issue #20 of **Nightmare, Skywald's** black-and-white horror anthology.

Byrne also contributed to **CPL (Contemporary Pictorial Literature)**, a fanzine produced by Stern and Layton, two other creators who would make a significant mark on US comics. His main contribution was spot illustrations featuring the title's mascot *Rog-2000*. Named by Stern and Layton, the robot, which had been created by Byrne in the mid-1970s, starred in *The Coming of the Gang* in 1974's **CPL #11**.

That Stern-written strip caught the attention of Charlton editor **Nicola Cuti**, who offered Byrne the chance to draw the character as the star of a semi-regular backup feature in **E-Man**. The artist's first colour comicbook work was **That was no Lady**, a Cuti-written eight-pager in 1975's **E-Man #6**.

For Charlton, the artist also worked on such comics as **Wheelie and the Chopper Bunch**, **Space: 1999** and **Emergency!** and co-created with writer **Joe Gill** the post-apocalyptic science-fiction series **Doomsday + 1**. He also drew all three subsequent *Rog-2000* strips, which appeared in 1975's **E-Man #7**, **9**, **10**.

Recalling his Charlton days, Byrne said, "We talked about a Rog book, and I even came up with a full-length story idea, a sequel to the sewer-monster story that was, if memory serves, the last published Rog story at Charlton. I think I even laid out a cover. But Charlton was not interested, and Marvel was beckoning rather relentlessly at that point. I'm not sure anymore who owns Rog. I had a handshake from [Charlton managing editor] **George Wildman** to the effect that Rog would always be mine, but we all know what **Samuel Goldwyn** said about verbal agreements! In any case, it has been so long since I did anything with Rog, I would not be at all surprised if the copyright has lapsed."

Shortly after his first Charlton work appeared, a Byrne-drawn strip appeared in a 1975 comic from another major publisher. "Technically my very first professional sale was to Marvel. It was an eight-page story that eventually ran in **Giant-Sized Dracula #5**. It was inked by **Rudy Nebres**, and that predated my first sale to Charlton by a couple of days."

Byrne continued drawing for Charlton through to the cancellation of **Doomsday + 1** with 1979's #12. His next Marvel work came as a result of his meeting with **Chris Claremont**. Of that encounter, the writer recalls, "I was introduced to this guy who looked a lot like me. A fraction taller, a fraction wider, a fraction less hair, a fraction more face – aside from that though we had a lot in common; for example, we're both expatriate Limeys.

"This, I was told, was John Byrne, an artist from Canada. He said hi; I said hi. Our conversation continued along these scintillating lines until John hauled out his latest work," continued the London-born writer. "It was a 34-page Fantastic Four story, done totally on spec – that is, with no guarantee of acceptance by Marvel nor, of course, of payment. That day I began the first in a seemingly unending series of 'oohs' and 'aahs' and 'far outs' that seem to pop out of my mouth every time I see John's art. Suffice to say, I thought the book was real neat. I suggested John show the pages to **Len Wein**, then writing the FF. I introduced them; Len liked the pages and said he'd consider using the pages."

For whatever reason, the suggestion never progressed but, a year later, Claremont had taken over the **Iron Fist** strip in **Marvel Premiere**. By the writer's own admission, the series – plagued by a constant turnover of writers and artists – was going nowhere fast. "Well, I took over – and things didn't get any better. No matter what we did, the book got later and later on the schedule and the quality of the art was nowhere near what we wanted it to be. The decision was made to find a new penciller. Unfortunately, no one was available."

Then, as Claremont recalls, "I had a brainstorm – one for which I will be forever thankful. I suggested John Byrne.

"The general reaction around the office was, 'Sure, what the hell, what have we got to lose, the book can't get any worse.' I didn't care, I'd seen the work John was doing over at Charlton on *Rog-2000* and **Doomsday + 1**, and I liked it," stressed the writer. "I looked forward to seeing what he could do. I wasn't disappointed."

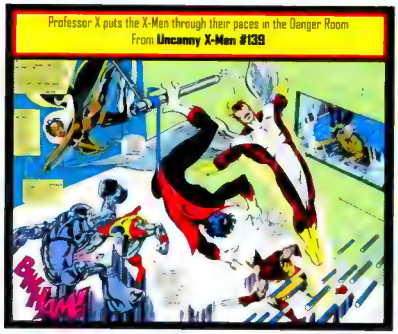
Byrne joined Claremont on **Marvel Premiere #25**, the last issue before the martial arts hero was launched into his own 1975 title. With the artist also drawing fill-ins on **Marvel Chillers**, **Daredevil** and **Ghost Rider** as well as short runs on **Marvel Team-Up** and **The Champions** (his first team title), the British born-duo collaborated on all 15 issues of **Iron Fist**, introducing Sabretooth, the mutant who was to become Wolverine's archenemy, in 1977's #14.

Claremont and Byrne also worked together on the Starlord issue of **Marvel Preview** (#11, 1977) and then teamed up on **Marvel Team-Up**. Between 1977 and 1979, they worked together on 14 issues of the Spider-Man title (#59-70, 75 and 79) with the artist becoming ever more involved in the storytelling and ultimately the plotting.

As Claremont revealed when discussing their initial partnership, "The first three stories John and I did together were off full-scripts, where I break down the book panel by panel, describing the action and giving the dialogue. But, as I'm essentially lazy, that process was driving me up the wall; so, with **Iron Fist #3**, I decided to give John a plot – wherein I simply described the action of the book, letting John break it down and pace it himself. In a full-script, the writer does most of the work of actually telling the story, of a plot – depending, of course, on how loose or tight that plot is – that responsibility falls to the penciller. A good storyteller is worth his weight in gold in this industry; most writers worth their craft will prefer a storyteller to an 'artist' any day, because all the flashy layouts in the world won't make up for a book that's poorly told."

Referring to **Iron Fist #3**, the writer continued, "I wasn't as pleased with it as I had been the previous issue; this one looked rushed, the art far too open. But I told myself, this is only his first issue off a plot; don't get hysterical – an all too common occurrence in this industry – wait and see how he does on the next issue. So I waited – and the moment I saw **Iron Fist #4**, I knew I'd hit the mother lode. It was real nice... well-told, exciting and powerful. Writing it was a breeze."

In 1977, Byrne began a short **Avengers** run before joining Claremont – with whom he collaborated on the first three issues of **Power Man** to feature Iron Fist – on another Marvel team title, one that would bring them accolades and awards galore, and begin an era which would make **Uncanny X-Men** the benchmark against which all other US superhero comicbooks would be measured.



An aging Wolverine defends Kitty Pryde in the classic future shocker **Days Of future Past**

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Above: **Phoenix: The Untold Story**, featuring the original story/ending to **Uncanny X-Men #137**. Below: one of the covers to the legendary **Death of Phoenix** saga.

Working with the penciller on the series was **Terry Austin**, with whom he had previously joined forces on **Marvel Preview #11** and **Marvel Team-Up #79**. The inker – who would partner Byrne frequently over the years – was another major facet in X-Men's success. His flawless finishes enhanced and embellished Byrne's art, making the duo one of the finest penciller/inker pairings of the era.

Byrne took over from **Dave Cockrum**, the artist responsible for visually defining the revamped mutant team in 1975's milestone **Giant-Size X-Men #1**. His first issue was #108 (1977) and – missing only #110 – he stayed on the title until 1981's #143.

During his tenure on X-Men, the series chronicled numerous significant moments in the mutant team's history. Among the most momentous were the aforementioned introduction of Alpha Flight as well as of Kitty Pryde, the Hellfire Club and Dazzler, and the groundbreaking death of Phoenix.

While working on X-Men, the artist was also taking on other assignments. Amongst the fill-ins he drew were issues of **Marvel Premiere**, **Amazing Spider-Man** and **Iron Man** while he also fitted in an **Amazing Spider-Man Annual** and an **Incredible Hulk Annual**. He also drew two issues of **Marvel Two-In-One**, the Thing team-up title, with the second (1979's #50) being a Thing versus Thing battle that marked his first solo writing credit at Marvel.

Ever busy, Byrne, in tandem with Stern, also co-wrote and drew an acclaimed nine-issue run on **Captain America** while solo he produced issues #220-221 of **Fantastic Four**, a title that he had previously drawn for ten 1979-80 issues (#203-218) and one that would loom large in his future.

In 1980 Byrne migrated from Canada to the United States. The following year – with X-Men now in his past – he took over as regular artist and writer of **Fantastic Four**. No longer encumbered by the need to compromise with a writing partner, he really began to flex his creative muscles, taking what he referred to as a 'back to basics' approach to the comic. "I had very clear ideas of who I wanted the FF to get back to being, and I felt that they had become somewhat homogenised. Like caricatures – instead of reacting like people, they would have these stock reactions, all reacting in this way.

"And I wanted to look back and remember the way [FF co-creators] **Stan Lee** and **Jack Kirby** had evolved the characters, remembering that when I had read the book as a kid, I never really liked Reed (Richards aka Mr Fantastic) that much because he always seemed like such a cocky son-of-a... you know, he always had an answer, and was never surprised by anything. And I thought, 'Let's get back to that. I'll try to make him somebody I like in the process.' In researching I discovered that the whole thing of Reed never being surprised by anything goes right back to issue #1. They go to Monster Island and they're attacked by a giant three-headed creature which Reed lassoes and tosses out to sea, and then says, 'I had heard that there was a giant three-headed creature guarding this island.' And I thought, 'Whoa, this guy knows everything there is to know!' And that's the way I'm trying to play him, but I'm also trying to humanise him."

Moving on to the other male members of the FF, Byrne added, "And Johnny [Storm aka the Human Torch] is, you should pardon the expression, hot-headed, basically immature... well, what's immature? He's only in his early 20s in Marvel time, so what's immature in that context? But the biggest change that I think I made was the Thing as a tragic hero. He doesn't enjoy being the Thing, he hates being the Thing. And people say, 'Well, he's been the Thing all this time, he should like it by now,' and my whole attitude was to say, 'You don't ever get used to being the Elephant Man.' Especially if you didn't start out that way. To literally wake up one morning as Ben Grimm, monster, that's something that you never get used to."

Well-received by fans and his peers alike, Byrne's tenure on **Fantastic Four** began with #232. He remained on the title for an unbroken run that ended with 1986's #293.

At the same time he was also drawing numerous covers and pin-ups and working on side projects; not just fill-ins but also 1982's **Silver Surfer** one-shot (which he co-wrote with Stan Lee), *The Last Galactus Story*, a never completed 10-parter that began in 1984's **Epic Illustrated #26** and the first two issues of Marvel's 1983 movie spin-off, **The Further Adventures of Indiana Jones**. In addition, his writing credits included the **Ron Wilson**-pencilled **Super Boxers** (aka **Marvel Graphic Novel #8**; 1983). He also collaborated with Wilson on **Marvel Two-In-One #100**, the 1983 last issue of the Thing team-up title which they immediately relaunched as **The Thing**.

Byrne wrote 17 issues of the aptly-titled solo series, quitting in 1985 after #22. Two years earlier Marvel had persuaded him to launch his Canadian superteam into its own title. He wrote and drew the first 28 issues of **Alpha Flight** before abandoning the comic in favour of **Incredible Hulk** where his run was truncated to just six issues (#314-319; 1985-86) after a clash with editorial over the direction of the series.

Increasingly unhappy at what he deemed a rising level of editorial interference at Marvel, Byrne was receptive to overtures from DC, especially as he was about to be offered the biggest opportunity of his career. With his exclusive contract with Marvel expiring, he was asked to pitch ideas for a reboot of Superman. The iconic superhero created by **Jerry Siegel** and **Joe Shuster** had first appeared in 1938's milestone **Action Comics #1** and was in desperate need of a makeover that would make him appeal to contemporary readers.

Byrne, whose inaugural DC assignment had been penciling the first issue of 1980's **Untold Legend of the Batman** three-parter, had been approached previously but had made it clear that a lot of the Superman mythos would have to be discarded before he would even consider the idea. Much to his surprise, this time then-DC managing editor **Dick Giordano** announced, "We're actually going to do it, we're actually going to fix Superman, put your money where your mouth is!"

He submitted his proposal, then, as he recalls, "Dick called me up and said mine was the one they'd picked. I've always cherished this notion that mine was the one they picked because – despite the reaction of some of the more hardcore fans – mine was the one that showed the most reverence for the character, the most reverence for what was already there... I mean one guy turned in a proposal that started with Superman dead!

"What I wanted to do was try and figure out... back to basics is not the phrase that I would actually use, because I wasn't going back to the basics," he explained. "Then I would have had him leaping tall buildings in a single bound. What I thought was, 'This is great, I'm sitting down to essentially 'create' a character, but I've got 50 years worth of stuff to draw on. I can pick the stuff that I like, that I think works the best.' I could pick not just from the comics but from the cartoons, the TV show, the radio show, cereal boxes, everything!"

Byrne's post-**Crisis on Infinite Earths** Superman relaunch began with 1986's **The Man of Steel** six-parter. His reworking of the legend was a major hit but it was not universally accepted. Continuing, he addressed how his synthesising of existing elements had resulted in disappointment for some. "This, of course, is where you run into the fans who got offended by what I did, who got upset by what I did, because obviously it had to come down to an arbitrary thing, and it had to be my call."

Virtually simultaneously with the premiere of **The Man of Steel** came Byrne's second major DC project, pencilling a crossover involving DC's entire pantheon of heroes. Another six-parter, **Legends** introduced new versions of the Flash, Justice League and the villain-based Suicide Squad.

Following the conclusion of **The Man of Steel**, DC relaunched **Action Comics** (as a Superman team-up comic) and **Adventures of Superman** – formerly **Superman**. Byrne wrote and drew 17 issues of **Action Comics** and all-but one of the first 22 of **Superman**. In 1988, he dropped **Action** in favour of scripting **Adventures of Superman**.

The change freed him to write several projects celebrating the Man of Steel's 50th anniversary; **Superman: The Earth Stealers** – a 48-page one-shot drawn by pre-eminent 1960s Superman artist **Curt Swan** – and **The World of Krypton**, **The World of Metropolis** and **The World of Smallville**, three background-filling four-parters. He also contributed a 48-page story to 1990's **Batman 3-D** one-shot and produced his reworking of a Kirby concept in 1991's **DMAC: One Man Army Corp** four-parter.

As if that wasn't enough, the writer/artist had also gone back to working for Marvel. With issue #11, he took over **Star Brand**, writing and drawing the series until #19, when Marvel axed the title along with the rest of its **New Universe** comics. He also co-wrote **The Pitt**, a 48-page one-shot that failed to reboot the **New Universe** line as intended.

By the end of 1988 – the year he became an American citizen – Byrne was again working fulltime for Marvel, his association with DC all-but at an end; **Green Lantern: Ganthet's Tale** a 64-page one-shot he co-wrote (with legendary SF author **Larry Niven**) and drew appeared in 1992.

Back at the House of Ideas, from 1989 to 1990 he wrote and pencilled a 16-issue run on **West Coast Avengers/Avengers West Coast** (#42-57), pencilled **Wolverine #17-23**, scripted issues #258-277 (1990-92) of **Iron Man** for artist **John Romita Jr** and launched two new titles.

First came a starring vehicle for a character Byrne had drafted in as a replacement for the Thing during his tenure on **Fantastic Four** and also featured in 1985's **Marvel Graphic Novel #18**. Premiering in 1989, **Sensational She-Hulk** offered a unique take on the green-skinned heroine; she was aware that she was in a comicbook and often broke the fourth wall by talking directly to the reader.

The writer/artist produced the first eight issues of the series then quit following a clash with editorial, although he returned to the series in 1991 to write and draw #31-46 and 48-50. After leaving **Sensational She-Hulk** in 1990, he launched **Namor the Sub-Mariner**, writing the first 32 issues as well as drawing #1-25.

In keeping with many of his peers, Byrne began looking for an outlet for creator-owned projects. He found it in **Legend**, a Dark Horse imprint he set up in conjunction with **Frank Miller**, **Mike Mignola**, **Art Adams** and other leading creators.

His first **Legend** title was **John Byrne's Next Man**. Launched in 1992 following a 1991 prelude serialised in **Dark Horse Presents #54-57**, some saw it as a mature readers version of X-Men but Byrne says it was nothing of the sort. ""Basically **JBNM** was my response to **Watchmen**, or more correctly my response to the fans' response to **Watchmen**. Whenever I asked them what they liked about that book, they would say – almost as if programmed – 'It's so realistic!' Yet it struck me as no more 'realistic' than any other superhero book. So I started cogitating on what a 'realistic' superhero book might really be like... and **Next Man** was my answer."

Very much the go-to-guy when it came to reboots and new concepts, Byrne set up the series, which ran 30 issues until 1994, in **John Byrne's 2112**, a 68-page 1991 graphic novel that started life as a precursor to Marvel's **2099** line. "**2112** has a somewhat convoluted origin; stated as simply as possible, Stan Lee asked me to help him create the 'future' of Marvel, so I pulled out a bunch of sci-fi ideas I'd been kicking around, and put them together with a notion of Stan's. Then, at Stan's request, I added some specifically Marvel Universe pages and that was the project that Marvel ultimately rejected. So I took it back, subtracted the MU references, literally by removing pages, and wrote the story I had originally had in mind."

Under the **Legend** banner, Byrne also produced two 1994 four-parters – the She-Hulk-esque **Babe**, and **Danger Unlimited**, which featured a futuristic Fantastic Four-style team of heroes battling an alien occupation of Earth.

A consummate professional with an innate understanding of comicbook storytelling, Byrne has a reverence for the traditions of the medium. Even so, with his modern, realistic art style and sensibilities, he is far from being a traditionalist and his work continues to appeal to a contemporary audience.

That said, some of his more recent reworkings of long-established characters failed to meet with fan approval. Most unpopular was his controversial revision of the early adventures of Marvel's web-slinging flagship hero, 1988's **Spider-Man: Chapter One**. "The project originated with **Ralph Macchio**, the Spider-Man editor, who thought it might be a good idea to tweak some of the more dated elements of Spidey's origin. Nothing that wasn't 'broke' was 'fixed'. The origin and the interpersonal relationships of the characters remained precisely the same. Only window-dressing was altered. Fan reaction, by the way, was much more positive than some seem to think. Sales were good, mail was good, and only a few loud and repetitive cyber-geeks gave the

illusion there was any sort of wide-spread dissatisfaction. After all, Ralph asked me if I would like to do Chapter Two – hardly an indication that the book had been less than what Marvel wanted!"

Also in 1998, Byrne completed the last two issues of **Amazing Spider-Man**, which was immediately relaunched with the British-born creator penciling the first 18 issues, which he co-wrote with **Howard Mackie**.

He also wrote all 18 issues of the 1999 **Spider-Woman** series and relaunched **Incredible Hulk** as **Hulk** but, as with the former, his run on that title was aborted following clashes with editorial.

His 2004 reworking of DC's **Doom Patrol** was equally controversial and received almost as unfavourably. He wrote and drew all 18 issues of the series in which he erased the teams' continuity – which dated back to their first appearance in 1963's **My Greatest Adventure #80** – but, as he explained, it wasn't his decision. "**Dick Giordano** wanted me to start Superman from scratch, and it was **Mike (Carlin**, editor) who first invoked the words 'Man of Steel' in reference to the Doom Patrol. Stripping away history is never the goal, in any case. Digging down and finding history that has often been buried or lost is more the issue. Doom Patrol, for instance, had drifted far, far, far from its roots. If the object was to get back to them, we reasoned, we could spend six issues undoing a lot of what had gone before, or we could spare potential new readers all that and just hit 'rewind'. So we end up with the book I am doing, which has much more in common with the **Drake/Premiani** (the writer/artist team that created the Doom Patrol) version than what followed."

Similarly, Byrne's series **Genesis** (1997), a four-issue crossover in which he tried to link the powers of such DC heroes as the Flash, Captain Atom, Green Lantern and **Jack Kirby's New Gods** in a form of a grand unified theory, also fared badly and is now no longer considered canon.

Byrne also produced two DC/Marvel crossovers – 1995's **Darkseid vs Galactus: The Hunger** and **Batman/Captain America** (1996) – as well as the last four issues of **New Gods** (#12-15), the first 20 of the 1997 title that replaced it – **Jack Kirby's Fourth World** – and issues #1-15 of **Blood of the Demon**, the 2005 iteration of another Kirby created-title.

Referring to the New Gods creator for whom he has a huge respect and admiration, Byrne said, "Kirby is a synergism. The whole is so much greater than the sum of the parts. There are people who are better writers. There are people who are better artists. There are even people who are better concept creators. But Kirby was all these things, and the parts feed each other in such a way as to create the comicbook equivalent of a Force of Nature. It is difficult to overestimate his importance in the history of the industry."

Over the past decade or so, his other DC work has included writing and drawing issues #101-136 of **Wonder Woman** (1995-1998) as well as **Superman & Batman: Generations**, an infrequent series of Elseworlds minis that began in 1999.

A 2004 **JLA** six-parter reunited him with Chris Claremont, his erstwhile collaborator on X-Men, a title he had written intermittently during 1991-92. He made a fully fledged return to Marvel's mutants with 2000's **X-Men: The Hidden Years**, a series that filled in the gaps between the cancellation of X-Men with 1970's #66 and the title's 1975 resurrection following the milestone **Giant-Size X-Men #1**.

The title, which ran 22 issues until 2001, had much in common with **Marvel: The Lost Generation**. This 2000 12-parter, which Byrne co-wrote (with Stern) and drew, was set in the 1950s during the period that Marvel (or Atlas as it was then) was not publishing superhero comics.

"**Hidden Years** is the book I wanted to do when I started at Marvel, though not under that title, obviously," the writer/artist revealed. "I would have loved nothing more than to have stepped right into the gap created by the departure of **Roy Thomas** and **Neal Adams** – but, of course, I was nowhere near competent enough to do so, even had Marvel had any interest in resurrecting the X-Men's book, which, at that time, they did not. Just as well, I think, since I'm much more capable of giving the characters the treatment they deserve now than I ever would have been then."

It was the unexpected cancellation of **The Hidden Years** as much as his experiences on **Hulk** that prompted him to sever all ties with Marvel.

In recent years he has worked on **Just Imagine Stan Lee and John Byrne creating Robin**, a 2002 DC one-shot, as well as creating **Lab Rats**, a 2002 DC series that lasted only eight issues.

The cover to *Avengers West Coast #50*, in which John Byrne reintroduced the original Human Torch

Byrne has a well-deserved reputation as a straight-talker who does not suffer fools gladly. Of the collaboration with Lee, the contentious creator said, "It has been a long, long time since I cared less about a job than I did the **Robin** assignment. I was handed a plot not written with me in mind, and I simply sat down at the drawing board and set about working through the dynamics of the storyline to the best of my ability. No 'Wow!! This is gonna be great!' No 'I'm so glad I got picked to do this book!' Nope. Just a job – interesting for the way it exercised certain artistic muscles, but nothing more – I did it mostly for the prestige of working on a Stan Lee book at DC. (The money was not bad, but – again, contrary to the telepaths in the audience – I do not do the jobs just for the money.)"

He also teamed up with writers **John (Fawlty Towers) Cleese** and **Kim 'Howard' Johnson** to draw **True Brit**, a 2004 Elseworlds graphic novel that featured a Man of Steel who had landed as a baby in England rather than America. "This isn't quite like going back to Superman, of course. One of my tasks, as I saw it, was to make sure **True Brit** was a typically Cleesian razor-sharp parody of British idioms, but not a parody of Superman himself. So, although many of the same artistic 'muscles' were worked by this project, I did not feel like I was slipping back into the old, familiar driver's seat."

Latterly, while still producing stories for DC, Byrne – the author of three prose novels (**Fearbook**, **Whipping Boy** and **Wonder Woman: Gods and Goddesses**) – has been working at **IDW** on various **Star Trek** titles as well as on **FX**, a superhero series.

One of America's first superstar comicbook artists, John Byrne is truly a modern master. He may now be far less prolific than he was in his heyday but he remains one of the most influential comics creators to have appeared since the Silver Age.

John Byrne is a name synonymous with Super Heroes. He has drawn (as well written) exhilarating tales for nearly every major character, including legendary runs on the X-Men and the Fantastic Four, in an extraordinary career that has spanned more than three decades.

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Collecting Dark Asylum from Giant-Size Dracula #5, Marvel Premiere #25, Marvel Team-Up #61-62, Captain America #250, Fantastic Four #236, Alpha Flight #12, Avengers Annual #14, Hulk #319, She-Hulk #1, Namor #1, and X-Men: The Hidden Years #22, written by acclaimed comic scribes such as Tony Isabella (Ghost Rider, Dracula), David Kraft (Defenders, She-Hulk), Chris Claremont (X-Men, Fantastic Four), and Roger Stern (Avengers, Spider-Man).

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